

P9600093883

1201 HAYS STREET  
PALM BEACH, FL 33411-2607  
800-342-8086  
904-22-9171  
904-22-0393 FAX



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 156807 7118899

AUTHORIZATION Patricia Piguet

COST LIMIT : \$ 70.00

ORDER DATE : November 15, 1996

ORDER TIME : 11:33 AM

ORDER NO. : 156807-005

400002006084--0

CUSTOMER NO: 7118899

CUSTOMER: Mr. Graig T. Cuden  
CRAIG T. CUDEN

404 Sabal Palm Lane

West Palm Beach, FL 33418

FILED  
96 NOV 15 AM 11:38  
STATE  
TAX

DOMESTIC FILING

NAME: UNIVERSAL MEDICAL CARE, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED  
96 NOV 15 PM 1:16  
STATE  
TAX

KR  
11-18-96

**ARTICLES OF INCORPORATION  
OF  
UNIVERSAL MEDICAL CARE, INC.**

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The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I. NAME

The name of the corporation is Universal Medical Care, Inc.

ARTICLE II. PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III. CAPITAL STOCK

This Corporation is authorized to issue One Thousand (10,000) shares of common stock, One Dollar (\$.01) par value per share.

ARTICLE IV. ADDRESS

The mailing address of the corporation is 1255 Biscayne Boulevard, North Miami, Florida 33181.

The street address of the initial registered office of the corporation is 1255 Biscayne Boulevard, North Miami, Florida 33181, and the name of the initial registered agent of the corporation at that address is Spencer Baron, D.C.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.



E. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who serves or served at the corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in the Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

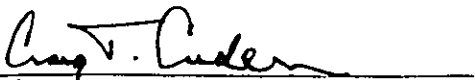
Except to the extent that the Business Corporation Act of the state of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Craig T. Cuden                      404 Sabal Palm Lane  
Palm Beach Gardens, Florida 33418

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal on this 13th day of November 1996.

  
\_\_\_\_\_  
Craig T. Cuden

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida statutes:

Universal Medical Care, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of North Miami, County of Dade, State of Florida, has named Spencer Baron, D.C., located at 1255 Biscayne Boulevard, North Miami, Florida 33181, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

Accepted this 13th day of November, 1996.

Spencer Baron (i.c.)  
Spencer Baron, D.C.

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ACCOUNT NO. : 072100000032  
REFERENCE : 219970 7118899  
AUTHORIZATION : Patricia Pizzuti  
COST LIMIT : \$ 35.00

FILED  
97 JAN 13 PM 1:23  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

ORDER DATE : January 13, 1997  
ORDER TIME : 1:52 PM  
ORDER NO. : 219970-005  
CUSTOMER NO: 7118899

CUSTOMER: Mr. Graig T. Cuden  
Mr. Craig T. Cuden  
404 Sabal Palm Lane  
West Palm Beach, FL 33418

400002056354--6

DOMESTIC AMENDMENT FILING

NAME: UNIVERSAL MEDICAL CARE,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS: \_\_\_\_\_

*None Change*  
1-13-97 *DC*

RECEIVED  
JAN 13 1997  
TALLAHASSEE  
SECRETARY OF STATE

**FILED**  
97 JAN 13 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
UNIVERSAL MEDICAL CARE, INC.**

The following provision of the Articles Of Incorporation of Universal Medical Care, Inc., a Florida corporation, be, and it hereby is, amended as shown below:

Article I of the Articles Of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I. NAME

The name of the Corporation is PRO HEALTHCARE, INC.

The foregoing amendment was adopted by a Corporation Action by all of the Directors and all of the shareholders of this Corporation on the 7th day of January, 1997.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed this Articles of Amendment this 7th day of January, 1997.

Spencer Baron (csc)  
Spencer Baron, D.C.