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WEST PALM BEACH, FL 33411-2007

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P9600093883



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

DOMESTIC FILING

NAME: UNIVERSAL MEDICAL CARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
96 NOV 15 AM 11:38
STATE
TOLSON

RECEIVED
96 NOV 15 PM 1:16
STATE
TOLSON

KR
11-18-96

ARTICLES OF INCORPORATION
OF
UNIVERSAL MEDICAL CARE, INC.

FILED
96 NOV 15 PM 8:39
TAMPA

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.

ARTICLE VI. DIRECTORS

This corporation shall have three (3) director(s) initially. The name and Street address of the initial member(s) of the Board of Directors are:

Spencer Baron, D.C. - 1255 Biscayne Boulevard
North Miami, Florida 33181

Brad Kern, D.C. - 1948 N.E 123rd Street
Suite 105
North Miami, Florida 33181

Tom Hyde, D.C. - 1255 Biscayne Boulevard
North Miami, Florida 33181

ARTICLE VII. INDEMNIFICATION

A. The corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The corporation may pay in advance any expenses (including attorneys's fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, by-law, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

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

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THE UNITED STATES
CORPORATION
COMPANY

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

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

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

400002056354--6

West Palm Beach, FL 33418

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:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS:

None Change
1-13-97 *DE*

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

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

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 (inc)
Spencer Baron, D.C.