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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AMERICAN HEALTH CARE GROUP, INC.
AUDIT NUMBER.....H96000017192
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1
PAGES..... 4
DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION
OF

AMERICAN HEALTH CARE GROUP, INC.

ARTICLE I-NAME

The name of this Corporation is AMERICAN HEALTH CARE GROUP, INC.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue and have outstanding at any one time an aggregate number of shares of 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is 11880 BIRD ROAD SUITE #219, MIAMI, FL 33175. The principal place of business of the corporation shall be 11880 BIRD ROAD SUITE #219, MIAMI FL 33175.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director is:

NAME
FRANCISCO PALMA GIL

ADDRESS
11880 BIRD ROAD SUITE #219
MIAMI, FLORIDA 33175

Prepared by: Herminia Rosario
Rosario & Associates,
4410 W 16th Ave. #2
Hialeah, Florida 33012
Phone (305) 828-8622
Fax (305) 828-4657

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ARTICLE VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person signing these articles is FRANCISCO PALMA GIL
11880 BIRD ROAD SUITE #219, MIAMI, FL 33175.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this December 3, 1996.


FRANCISCO PALMA GIL

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ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

AMERICAN HEALTH CARE GROUP, INC., a Florida Corporation organized under the laws of the State of Florida has named FRANCISCO PALMA GIL, Miami, Florida, Dade County, State of Florida, as its agent to accept service of process within this state.

Francisco Palma Gil
FRANCISCO PALMA GIL

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR AMERICAN HEALTH CARE GROUP, INC., AT 11880 Bird Road Suite #219, Miami, Florida 33175. THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this December 3, 1996

Francisco Palma Gil
FRANCISCO PALMA GIL

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