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12 HAYS
TALLAHASSEE, FL 32309-2607
904-291-9171
904-291-0393 FAX

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96 DEC -6 PM 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PRENCE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 179417 4329904

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : December 6, 1996

ORDER TIME : 3:24 PM

ORDER NO. : 179417-025

CUSTOMER NO: 4329904

900002023069--5

CUSTOMER: Jodi Laurence, Esq
BROAD AND CASSEL

Suite 300
7777 Glades Road
Boca Raton, FL 33434

DOMESTIC FILING

NAME: PROFESSIONAL HEALTHCARE
SERVICES, 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: Susana Romagosa

EXAMINER'S INITIALS: _____

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VISION OF CORPORATION

JA
12-9-96

ARTICLES OF INCORPORATION

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OF

96 DEC -6 PM 1:06

PROFESSIONAL HEALTHCARE SERVICES, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is Professional Healthcare Services, Inc. (the "Corporation").
- SECOND:** The initial street address of the principal office of the Corporation is unknown; however, the mailing address of the Corporation is 525 S.E. 6th Avenue, Delray Beach, Florida 33483.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 7777 Glades Road, Suite 300, Boca Raton, Florida 33434, and the name of the initial registered agent of the Corporation at that address is Jodi Laurence.
- FIFTH:** The name and address of the incorporator of the Corporation is: Jodi Laurence, Broad and Cassel, 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have four directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation are:

Dana Pusateri

10323 El Caballo Court
Delray Beach, Florida 33446

Martin Santiago

6536 N.W. 97th Drive
Parkland, Florida 33076

Kenneth Lee

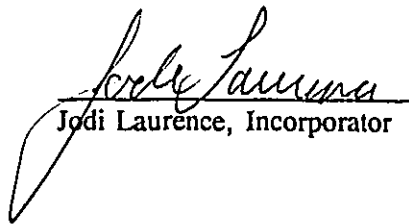
10542 La Reina
Delray Beach, Florida 33446

David Vastola

806 Lakeside Drive
North Palm Beach, Florida 33408

- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence on December 5, 1996.

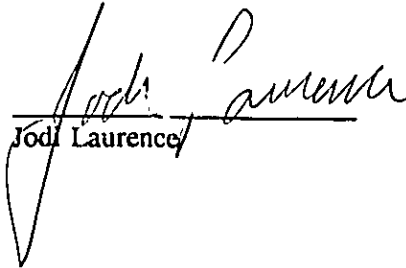
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of December, 1996.


Jodi Laurence, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Jodi Laurence

P96000099205



ACCOUNT NO. : 072100000032

REFERENCE : 443119 4329904

AUTHORIZATION Patricia Pzyt

COST LIMIT : \$ 87.50

ORDER DATE : June 26, 1997

ORDER TIME : 10:22 AM

ORDER NO. : 443119-005

CUSTOMER NO: 4329904

300002223593--8

CUSTOMER: Ms. Heather G. Ellis
Broad And Cassel
Suite 300
7777 Glades Road
Boca Raton, FL 33434

DOMESTIC FILINGS

NAME: PROFESSIONAL HEALTHCARE SERVICES, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

6/26 JDR
VOL. Diss
C.K.

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97 JUN 26 PM 1:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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97 JUN 26 AM 11:29
DIVISION OF CORPORATION

ARTICLES OF DISSOLUTION

FILED
97 JUN 26 PM 1:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to section 607.1403, Florida Statutes, the undersigned corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Professional Healthcare
Services, Inc.

SECOND: The date dissolution was authorized: May 30, 1997

THIRD: Adoption of Dissolution (check one)
 Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
 Dissolution was approved by vote of the shareholders through voting groups.
(The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve)

The number of votes cast for dissolution was sufficient for approval by _____ (voting group).

Signed this th day of May , 19 97 .

Professional Healthcare Services, Inc.
(Corporation Name)

By *Dana J. Pusateri*
(Chairman or Vice Chairman of the Board, President, or other officer)

Dana J. Pusateri
(Typed or printed name)

President
(Title)