

P96000099205

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

FILED

96 DEC -6 PM 1:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CSC networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 179417 4329904

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Piguet*

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:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

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: \_\_\_\_\_

RECEIVED  
96 DEC -6 PM 4:06  
DIVISION OF CORPORATION

*12-9-96*

**ARTICLES OF INCORPORATION**

**FILED**

**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

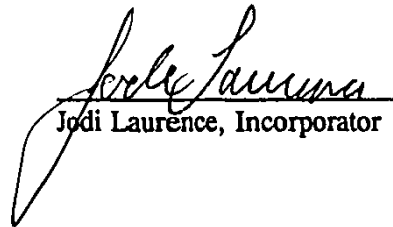
806 Lakeside Drive  
North Palm Beach, Florida 33408

**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.

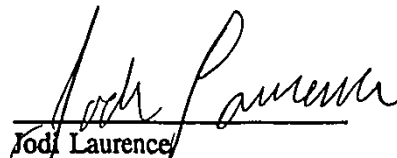
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of December, 1996.

  
Jodi Laurence, Incorporator

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

**FILED**  
96 DEC -6 PM 1:06  
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