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TO: DISCOUNT CORPORATION

FAX #: (904) 22-0001

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

ACCT# : 07240003255

AX #: (305) 541-3770

NAME: NATIONAL HEALTHCARE MANAGEMENT, INC.

AUDIT NUMBER.....H96000017868

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
NATIONAL HEALTHCARE MANAGEMENT, INC.

ARTICLE I - CORPORATE NAME

The name of this corporation is: NATIONAL HEALTHCARE
MANAGEMENT, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of
the corporation shall be:

352 N.E. 191st Street, Aventura, Florida 33180

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of trans-
acting any and all lawful business for which corporations may be
incorporated in accordance with applicable Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one
class of common stock having a par value of \$1.00 per share.

MICHAEL J. SNYDER, P.A.
20603 Biscayne Boulevard
Suite 200
North Miami Beach, Florida 33162
Tel.: (305) 937-4448
FLA. BAR NO.: 213988

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ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is:

352 N.E. 191st Street, Aventura, Florida 33180

and the name of the initial registered agent of this corporation is:

CAROL LEE POLLACK

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be increased or decreased from time to time as provided for by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Carol Lee Pollack
21150 Point Place, Unit 605
Aventura, Florida 33180

ARTICLE VIII - INCORPORATORS

The name(s) and address(es) of the person(s) signing the Articles of this corporation is:

CAROL LEE POLLACK
21150 Point Place, Unit 605
Aventura, Florida 33180

ARTICLE IX - BY-LAWS

The Board of Directors and the shareholders are both vested with the power to adopt, alter, amend or repeal the By-Laws.

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ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of December, 1996.



CAROL LEE POLLACK, Incorporator

STATE OF FLORIDA }
 } ss.
COUNTY OF DADE }

BEFORE ME, personally appeared CAROL LEE POLLACK, to me well known and known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

CAROL LEE POLLACK is personally known to me or she has produced _____ as identification.

WITNESS my hand and official seal this 19th day of December, 1996.


NOTARY PUBLIC, State of Florida
Type/Print Name: _____
Commission No.: _____
My Commission Expires: _____



TERESA HALL
My Commission Expires
Expires Dec. 18, 1998
Bonded by HAI
900-422 1508

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**ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT****H96000017868**

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.


CAROL LEE POLLACK, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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