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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FLORIDA IN-PATIENT RECOVERY SERVICES, INC.

AUDIT NUMBER.....H96000017989

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

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TALLAHASSEE, FLORIDA

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12/20/88.10:18 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 26, 1996

EMPIRE

SUBJECT: FLORIDA IN-PATIENT RECOVERY SERVICES, INC.
REF: W96000026957

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE INCLUDE AFFIDAVIT, STATING THAT YOU WILL NOT REVOKE THE DISSOLUTION FOR THE PREVIOUS ENTITY.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H96000017989
Letter Number: 196A00057205

AFFIDAVIT

#96000017989

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared JOHN DAVID who being by me first duly sworn, on oath, states:

1. That he was the President of Florida In-Patient Recovery Service, Inc., a recently dissolved State of Florida corporation (the "Corporation").
2. That he has no intention to revoke the dissolution of the Corporation.

FURTHER AFFIANT SAYETH NOT.

John David
JOHN DAVID

The foregoing instrument was acknowledged before me on this 25th day of Dec, 1996, by JOHN DAVID who produced a State of Florida drivers license # D130-460-69-67-0 as identification or is personally known to me.

Jill Mulligan
NOTARY PUBLIC, State of Florida
Print Name: JILL MULLIGAN
Commission No.: CC522753E

My Commission Expires: 1-4-2000

vglaff.dav



Jill Mulligan
MY COMMISSION # CC522753E EXPIRES
January 4, 2000
EMPIRE CORPORATE K11

#96000017989

H96000017989

ARTICLES OF INCORPORATION
OF

FLORIDA IN-PATIENT RECOVERY SERVICES, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation and the principal place of business of the corporation shall be as follows:

FLORIDA IN-PATIENT RECOVERY SERVICES, INC.
305 S.E. 18th Court
Fort Lauderdale, FL 33316

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common capital stock, having a par value of \$.01 per share.

Prepared By:
THOMAS RUFFIN III, Esquire
Gutter, Josepher, Ruffin & Sheehy, P.A.
100 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, FL 33309
FL Bar #442119

(954) 938-4555

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ARTICLE V

The street address of the initial registered office of the corporation shall be 305 S.E. 18th Court, Fort Lauderdale, FL 33316 and the initial registered agent of the corporation at that address shall be JOHN DAVID.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successors shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

<u>Name</u>	<u>Address</u>
JOHN DAVID	305 S.E. 18th Court Fort Lauderdale, FL 33316

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
JOHN DAVID	305 S.E. 18th Court Fort Lauderdale, FL 33316

Executed at Fort Lauderdale, Florida on 12/24/96
1996.

BY: 
JOHN DAVID

H96000017989

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

H96000017989

The foregoing instrument was acknowledged before me this 24th day of December, 1996, by JOHN DAVID, the incorporator of FLORIDA IN-PATIENT RECOVERY SERVICES, INC., a Florida corporation, to me personally known, or who produced #0132-462-41-1-7-2 as identification, who did take an oath and executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 24th day of December, 1996.

Jill M. Williams
Notary Public
Name of Notary: Jill M. Williams
Commission No.: CC52278

My Commission Expires:



Jill M. Williams
MY COMMISSION EXPIRES: January 4, 1998
NOTARY PUBLIC, STATE OF FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of FLORIDA IN-PATIENT RECOVERY SERVICES, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 24 day of Dec., 1996.

BY: 
JOHN DAVID, Registered Agent

\mclartofinc.dav
12/20/96

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FLORIDA IN-PATIENT RECOVERY SERVICES, INC.

1228 N. Hiatus Road
Pembroke Pines, Florida 33026

Telephone: (954) 963-8496

Annual Report Filings
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for
FLORIDA IN-PATIENT RECOVERY SERVICES, INC.
Document No. P96000103586
Originally Filed Under Fax Audit No. H96000017989

Dear Sir/Madam:

With respect to the above referenced Florida corporation, please change the address of the principal place of business of the corporation, the street address of the initial registered office of the corporation, the address of the initial registered agent of the corporation, and the address of the incorporator of the corporation to the following:

1228 N. Hiatus Road
Pembroke Pines, Florida 33026

If you have any questions concerning this matter, please do not hesitate to contact the undersigned at any time.

Thank you for your cooperation in this matter.

Very truly yours,

FLORIDA IN-PATIENT RECOVERY
SERVICES, INC.

By:

JOHN DAVID, President and

Registered Agent

WIL020497.DAV

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PUBLIC ACCESS SYSTEM
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((H97000003897 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FLORIDA IN-PATIENT RECOVERY SERVICES, INC.

AUDIT NUMBER.....H97000003897

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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EST.CHARGE.. \$35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Document from
for*

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FILED

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
FLORIDA IN-PATIENT RECOVERY SERVICES, INC. TALLAHASSEE, FLORIDA

97 MAR -6 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article IV of the Articles of Incorporation of presently reads as follows:

"ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common capital stock, having a par value of \$0.01 per share."

2. The following amendment to the Articles of Incorporation was adopted changing Article IV to read as follows:

"ARTICLE IV.

The maximum number of shares of stock which the Corporation is authorized to issue and have outstanding at any time shall be:

A) 5,000 shares of Class A Common Capital Stock, having a par value of \$0.01 per share and an aggregate par value of \$50.00; and

B) 5,000 shares of Class B Common Non-Voting Capital Stock, having a par value of \$0.01 per share and an aggregate par value of \$50.00.

All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class."

3. The amendment in paragraph 2 above was unanimously adopted by all of the Directors and a majority of each class of the Shareholders of the Corporation entitled to vote thereon as a class and the Shareholders of the Corporation pursuant to a Special Meeting of the Directors and Shareholders held on the 26th day of February, 1997.

Prepared by:
Thomas Ruffin III, Esquire
Florida Bar No. 442119
Gutter, Joseph & Ruffin
100 W. Cypress Creek Rd., #900
Ft. Lauderdale, Florida 33309
(954) 938-4555

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4. These Articles of Amendment are being filed to correct the original Articles of Incorporation to reflect the intent of the incorporator and stockholders.

IN WITNESS WHEREOF, these Articles of Amendment were executed on the 4th day of MARCH, 1997.

FLORIDA IN-PATIENT RECOVERY SERVICES, INC.

By: [Signature]
JOHN DAVID, President and Initial Director

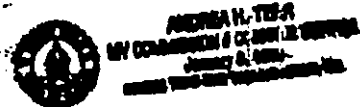
STATE OF FLORIDA)
COUNTY OF BROWARD) SS.

I HEREBY CERTIFY that on this day personally appeared before me, an officer authorized to administer oaths and take acknowledgments, JOHN DAVID, known personally to me, or who produced N/A as identification, to be the President and Initial Director of Florida In-Patient Recovery Services, Inc., a Florida corporation, to me well known to be the person described in and who executed the foregoing Articles of Amendment freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Ft. Lauderdale, Broward County, Florida on this 4th day of MARCH, 1997.

[Signature]
NOTARY PUBLIC
Name of Notary: _____
Commission No.: _____

My Commission Expires:



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03/03/97

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