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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: TRI-COUNTY HEALTHCARE MANAGEMENT, INC.

AUDIT NUMBER.....H97000002979

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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P.02/05

CERTIFICATE OF INCORPORATION

OF

Tri-County Healthcare Management, Inc.

STATE OF FLORIDA)

COUNTY OF BROWARD)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned Incorporators, each a natural person, over the age of eighteen (18) years, hereby associate themselves for the purpose of forming a corporation under the laws of the State of Florida, as a corporation for profit.

ARTICLE I

The name of the Corporation shall be:

Tri-County Healthcare Management, Inc.

ARTICLE II

This corporation is organized for the purpose of engaging in medical management services. The Corporation is authorized to conduct any lawful business in the State of Florida which is not prohibited by any law, rule, or regulation.

Prepared By: Bany C. Scuttillo
Scuttillo & Blake, CPA, PA
8000 N University Dr.
Ft. Lauderdale, FL 33321
(954)721-5222

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ARTICLE III

The capital stock of this corporation is authorized to be as follows: 1,000 shares of voting common stock at \$1.00 par value per share.

ARTICLE IV

The amount of the capital with which this organization will begin business shall not be less than \$100.00, which amount shall be subscribed for and paid for before said corporation shall transact any business; and all or part of the capital stock of this corporation may be payable or issued for the purpose of property, good will, labor or services at a just evaluation thereof to be fixed by the Board Of Directors of this corporation at their first meeting called for that purpose.

ARTICLE V

The term for which this corporation shall exist shall be from February 20, 1997 to perpetuity.

ARTICLE VI

The mailing address of this corporation is:

1890 N. University Drive, Suite 205, Coral Springs, Florida 33071

The registered agent of this corporation is:

Barry C. Scuttillo

ARTICLE VII

The number of directors of this corporation shall be not less than one nor more than thirty (30).

ARTICLE VIII

The names and post office addresses of the first officers and Board of Directors of this corporation, who are subject to the Board of Directors of this corporation, the By-Laws of this

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corporation and the Laws of the State of Florida, shall hold office for the first year of this corporations existence, or until their successors are elected and have been qualified, are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Steven J. Getter	President and Secretary	1890 N. University Drive Suite 205 Coral Springs, FL 33071
Jodie C. Getter	V. President and Treasurer	1890 N. University Drive Suite 205 Coral Springs, FL 33071

ARTICLE IX

In furtherance and not in limitation of the powers conferred by Statute, The Board of Directors is expressly authorized:
To make, alter and amend the By-Laws of the Corporation.

WE, THE UNDERSIGNED, being each of the subscribers to the capital stock herein before named, for the purpose of forming a corporation to do business, both within and without the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do, respectively, agree to take the number of shares of stock hereinbefore, set forth, and accordingly, have hereunto set our hands and seals this 19th day of February, 1997.

Barry C. Scuttillo

Registered Agent and Subscriber

Barry C. Scuttillo

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designation, the registered office and registered agent in the State of Florida.

1. The name of the corporation is Tri-County Healthcare
Management, Inc.

The name and address of the registered agent is:

Barry C. Scuttillo
8000 North University Drive
Ft. Lauderdale, FL 33321

x Barry C. Scuttillo

Having been named as registered agent I hereby accept the appointment of registered agent to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept my obligations of my position of registered agent.

x Barry C. Scuttillo

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