

PANO00018258

Serge Alexandre, M.D.
10969 Bal Harbor Drive
Boca Raton, Florida 33498
(561) 483-8176

97 FEB 26 AM 9:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 5, 1997

Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-02/10/97--01074--012
****122.50 ****122.50

RE: Filing of New Corporation
"Family Health Care Services, Inc.

Dear Sir or Madam:

Enclosed herewith please find a check in the amount of \$122.50 for the filing of Family Health Care Services, Inc. along with the Articles of Incorporation with regards to the above-referenced corporation.

Please forward a certified copy of incorporation. Your immediate attention would be most appropriate.

Sincerely,

Frances McNair
Frances McNair

PH 2/27/97
W97-3511
PH 2/12/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 12, 1997

SERGE ALEXANDRE, M.D.
10969 BAL HARBOR DRIVE
BOCA RATON, FL 33498

SUBJECT: FAMILY HEALTH CARE SERVICES, INC.
Ref. Number: W97000003511

We have received your document for FAMILY HEALTH CARE SERVICES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 397A00007519

ARTICLES OF INCORPORATION
OF
FAMILY HEALTH CARE SERVICES, INC.

FILED

ARTICLE I

97 FEB 26 AM 9:01

The name of the Corporation shall be "Family Health Care Services, Inc." STATE
TALLAHASSEE, FLORIDA

ARTICLE II

The Corporation shall be organized for profit and for any lawful purpose and business not specifically prohibited to corporations under the applicable laws of the State of Florida.

ARTICLE III

The aggregate number of shares of common stock that the Corporation have authority to issue is \$1,000 shares of commons stock with par value of \$1.00 per share.

ARTICLE IV

Pursuant and subject to the Florida Business Corporation Code, any action required to be taken at a meeting of the shareholders of the Corporation or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if written consent, setting forth the action to be taken, is signed by those persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by classes) of votes that would be necessary to authorize or take such actin at a meeting at which shares entitled to vote were present and voted.

ARTICLE V

Pursuant and subject to the Florida Business Corporation Code, the personal liability of a Director to the Corporation or its shareholders for monetary damages for breach of the duty of care or other duty as a Director is eliminated to the extent permitted by law; provided, however, that there shall not be eliminated the liability of a Director:

- (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation;
- (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law;
- (iii) for the types of liabilities set forth in Florida Business Corporation Code; or
- (iv) for any transaction from which the Director received an improper personal benefit.

VI

The initial registered office of the Corporation shall be 702 W. Atlantic Avenue, Delray Beach, Florida 33444 and the initial

registered agent of the Corporation at such address shall be Dr. Serge Alexandre.

VII

The initial mailing address of the principal office of the Corporation be 702 W. Atlantic Avenue, Delray Beach, Florida 33444.

VIII

The name and address of the incorporator of the Corporation is Serge Alexandre whose address is 702 W. Atlantic Avenue, Delray Beach, Florida 33444.

ARTICLE IX

The initial Board of Directors shall consist of one member, namely:

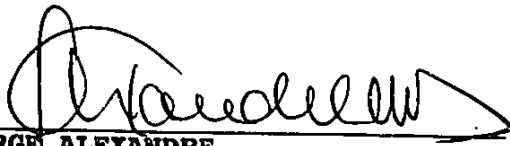
Name

Serge Alexandre
President

Address

702 W. Atlantic Avenue
Delray Beach, Florida 33444

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation Family Health Care Services, Inc.


SERGE ALEXANDRE

Serge Alexandre, M.D.
10969 Bal Harbor Drive
Boca Raton, Florida 33498
(561) 483-8176

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

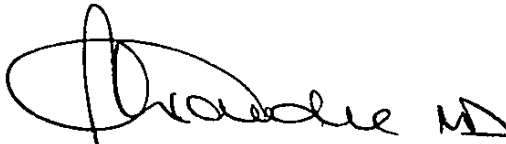
February 20, 1997

Department of State
P.O. Box 6327
Tallahassee, Florida 32314

CONSENT OF REGISTERED AGENT

I Serge Alexandre do hereby give my consent to be registered agent for Family Health Care Services, Inc., and am familiar with and accept the duties and responsibilities as registered agent for said corporation, a corporation with an initial registered office located at 702 W. Atlantic Avenue, Delray Beach, Florida 33444.

This 20th day of February, 1997.



SERGE ALEXANDRE, M.D.

subject. Family Health Care Services, Inc
reference # W97000003511
letter # 397A 00007519