

Jeffrey C. Faine and Associates

8230 N.W. 51st Street
Lauderhill, FL 33351
Phone: 954 749-6452
Fax: 954 340-2883

~~P97000021737~~

February 17, 1997

Corporate Records
Division of Incorporation
P.O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

We have enclosed the Articles of Incorporation for Jeffrey C. Faine And Associates, Inc. and a check for \$122.50 for process the incorporation of this company.

We would appreciate your expediting this process.

Thank you.

Sincerely,

Jeffrey C. Faine

Jeffrey C. Faine
President

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ARTICLES OF INCORPORATION
FOR A PROFESSIONAL CORPORATION

FILED
SECRETARY OF STATE
CORPORATIONS
97 MAR -3 AM 10:13

The undersigned natural person, competent and licensed to practice rehabilitative services in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I.

Name of Corporation

The name of this corporation shall be **JEFFRY C. FAINE AND ASSOCIATES, INC.**

II

Purpose of Corporation

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a) To engage in every aspect of medical and healthcare management and consulting, real estate development and brokerage, mortgage ~~and~~ brokerage and related services.
- b) To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d) To engage in no other business other than the rendition of the professional services specified herein.
- e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Principal Office

The address of the principal office of this Corporation is 8230 N.W. 51st Street, Lauderhill, Florida 33351 and the mailing address is the same.

IV Capital Stock

- a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 10,000 of common stock at \$2.00 per share par value.
- b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c) Shares of the corporation's stock and certificates shall be issued only to individuals in good standing and fully licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

V Duration

The corporation shall have perpetual existence.

VI Registered Agent

The address of this corporation's initial registered office is 8230 N.W. 51st Street, Lauderhill, Florida 33351 and the name of its initial registered agent at said address is JEFFRY C. FAINE.

VII Incorporator

The name and address of the Incorporator is as follows:

Jeffry C. Faine
8230 N.W. 51st Street
Lauderhill, Florida 33351

VIII Board of Directors

The corporation shall have a Board of Directors consisting of not less than two (2) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

JEFFRY C. FAINE

President/Treasurer/Director
8320 N.W. 51st Street
Lauderhill, Florida 33351

JUDY FAINE

Vice President/Secretary/Director
8320 N.W. 51st Street
Lauderhill, Florida 33351

IX

Information Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

X

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly, or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporations, except that such shares shall not be entitled to dividends.

XI

Information Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

XII

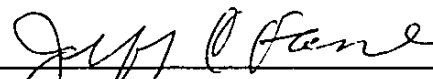
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XIII
Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

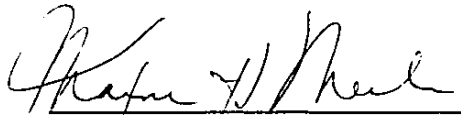
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 25 day of February, 1997.


JEFFERY C. FAINE, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JEFFERY C. FAINE who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Springs in the said County and State, this ____ day of February, 1997.


Notary Public, State of Florida
2/25/97

My Commission Expires:

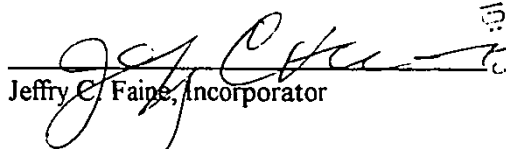


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

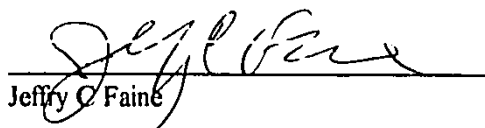
FIRST: JEFFRY C. FAINE AND ASSOCIATES, INC., WITH ITS PRINCIPAL
PLACE OF BUSINESS AT LAUDERHILL, STATE OF FLORIDA, HAS NAMED JEFFRY C.
FAINE, LOCATED AT 8230 N.W. 51ST STREET, LAUDERHILL, FLORIDA 33351, CITY
OF LAUDERHILL, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS.

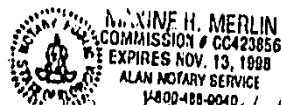
DATED: Feb 25, 1997.

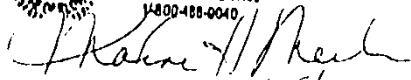

Jeffry C. Faine, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

DATED: Feb 25, 1997


Jeffry C. Faine




2/25/97