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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: PRIME HEALTH CARE, INC.
AUDIT NUMBER.....H97000004034
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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3-10-97

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3/13/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortherm
Secretary of State

February 28, 1997

MICHAEL P. WEINREB
2584 N.E. MIAMI GARDENS DR.
NORTH MIAMI BEACH, FL 33180

The name PRIME HEALTH CARE, INC has been reserved for 120 days beginning February 28, 1997. The reservation number is R9700000980 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 097A00010524

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Prime Health Care, Inc.

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Article II. Address

The mailing address of the Corporation is:
Prime Health Care, Inc.
2584 NE 186th Street
North Miami Beach FL 33180

EFFECTIVE DATE
3.10.97

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Michael P. Weinreb
2584 NE 186th Street
North Miami Beach FL 33180

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Michael P. Weinreb

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective March 10, 1997

The undersigned incorporator executed these Articles of Incorporation on
March 10, 1997

Corporate Creations International Inc.

By: 

Brian R. Fons Vice President

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

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PAGE 03

H97000004034

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE****CORPORATION:****Prime Health Care, Inc.****REGISTERED AGENT/OFFICE:****Michael P. Weinreb
2584 NE 186th Street
North Miami Beach FL 33180**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

**Michael P. Weinreb****Date: March 10, 1997**

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