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LAW OFFICES  
JOHN O. HOPKINS, P.A.  
SUITE 307-D  
4800 N. FEDERAL HWY.  
BOCA RATON, FLORIDA 33431  
TELEPHONE (561) 367-7600

April 1, 1997

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

RE: **PARADIGM HEALTHCARE CORP.**

600002133706--2  
-04/04/97--01061--003  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for the above-referenced corporation, as well as the filing fee of \$122.50.

Please file the original and return a certified stamped copy to me at 4800 North Federal Highway, Suite 307-D, Boca Raton, Florida 33431.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

*Sharon K. Ferguson*

SHARON K. FERGUSON  
Legal Assistant

/skf  
enclosure

APR 7 1997

BSB

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 APR -4 AM 9:08

FILED

# **ARTICLES OF INCORPORATION**

OF

**PARADIGM HEALTHCARE CORP.**

**FILED**  
97 APR -4 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE I NAME**

The name of this corporation is PARADIGM HEALTHCARE CORP.

## **ARTICLE II PURPOSE**

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

## **ARTICLE III CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.
- (b) At all meetings of the stockholders the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

## **ARTICLE IV TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4800 North Federal Highway, Suite 307-D, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is John O. Hopkins, Esquire.

**ARTICLE VI**  
**INITIAL PRINCIPAL OFFICE**

The initial principal office and mailing address of this corporation is 100 East Linton Blvd., Suite 109-B, Delray Beach, Florida 33483. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

James H. Webb, Jr.	100 E. Linton Blvd., Suite 109-B Delray Beach, Fla. 33483
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Stephanie S. Evans	100 E. Linton Blvd., Suite 109-B Delray Beach, Fla. 33483
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**ARTICLE VIII**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles is: John O. Hopkins, Esquire, 4800 North Federal Highway, Suite 307-D, Boca Raton, Florida 33431.



IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation this 15 day of April, 1997.

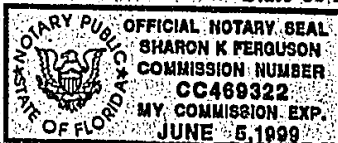
  
Subscriber and Registered Agent

STATE OF FLORIDA           )  
  ) SS  
COUNTY OF PALM BEACH    )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared John O. Hopkins, Esquire, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.325 Florida Statutes.

By:   
John O. Hopkins, Esquire  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 APR - 4 AM 9:08

FILED