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KRAMER GREEN ZUCKERMAN K

FAX NO. 3059811805

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
CONTACT: SANDY TOMLIN  
PHONE: (954)966-2112

ACCT#: 073707002173

FAX #: (954)981-1605

NAME: HEALTHFIELD OF SOUTH FLORIDA, INC.

AUDIT NUMBER.....H97000005948

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
HEALTHFIELD OF SOUTH FLORIDA, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is HEALTHFIELD OF SOUTH FLORIDA, INC.

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is 1125 1/2 South Main Street, Belle Glade, Florida 33430.

ARTICLE III

DURATION

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

Prepared by: Mitchell F. Green  
Bar No. 358709  
4000 Hollywood Boulevard  
Suite 405 South  
Hollywood, Florida 33021  
Phone: (54)966-2112

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ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021, and the name of the initial registered agent of this corporation at that address is Mitchell F. Green.

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ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one

(1). The name and address of the initial director of this corporation is:

Michael Layfield  
1125 1/2 South Main Street  
Belle Glade, Florida 33430

ARTICLE X


INCORPORATOR

The name and address of the Incorporator is:

Michael Layfield  
1125 1/2 South Main Street  
Belle Glade, Florida 33430

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation

on this 8<sup>TH</sup> day of ~~March~~, 1997.  
APRIL, 1997.

  
MICHAEL LAYFIELD  
Initial Director/Incorporator

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST - - That HEALTHFIELD OF SOUTH FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1125 1/2 South Main Street, City of Belle Glade, State of Florida, has named Mitchell F. Green, located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDASIGNATURE: Michael Langfeld

MICHAEL LANGFELD

TITLE: Incorporator

DATE: 4/8/97

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.

SIGNATURE: Mitchell F. GreenMITCHELL F. GREEN  
Registered AgentDATE: April 9, 1997

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