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(518) 434-0600  
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**DUKER BARRETT & GRAVANTE**  
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS  
200 EAST ROBINSON STREET  
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ONE EAST BROWARD BLVD.  
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FORT LAUDERDALE, FL 33301  
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April 11, 1997

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-04/14/97--01055--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Cambridge Medical Center I and II, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the articles of incorporation, as well as our check in the amount of \$122.50 in payment of your filing fee and your fee for one certified copy. Please contact the undersigned if you have any questions or need any additional information.

Very truly yours,

*Kathleen Franklin*

Kathleen M. Franklin  
Duker Barrett & Gravante LLP  
100 State Street, Suite 900  
Albany, New York 12207  
(518) 434-0600

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosures  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CAMBRIDGE MEDICAL CENTER I AND II, INC.

The undersigned sole incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I  
Name

The name of the corporation is CAMBRIDGE MEDICAL CENTER I AND II, INC. (the "Corporation").

ARTICLE II  
Principal Office

The principal place of business and mailing address of the Corporation shall be 3501 West Drive, Deerfield Beach, Florida 33442.

ARTICLE III  
Shares

The number of shares that the Corporation is authorized to have outstanding at any one time is 1,000,000 shares, all without par value and of one class.

ARTICLE IV  
Preemptive Rights

The Corporation grants each shareholder of the Corporation preemptive rights to purchase all or part of such shareholder's proportionate share of any New Securities (as defined below) which the Corporation may, from time to time, propose to sell and issue, subject to the terms and conditions set forth in this ARTICLE IV. "New Securities" shall mean any capital stock of the Corporation, whether or not presently authorized, and any rights, options or warrants to purchase capital stock, and securities of any type whatsoever which are, or may become, convertible into capital stock; provided, however, the term "New Securities" does not

include (i) any securities offered or sold pursuant to a registration statement filed with the Securities and Exchange Commission or (ii) any securities issued as a result of any stock split, stock dividend or reclassification of capital stock, distributable on a pro-rata basis to all shareholders of the Corporation. The preemptive rights granted to the Corporation's shareholders pursuant to this ARTICLE IV, shall terminate upon the closing of the first sale of New Securities in a commitment registered with the Securities and Exchange Commission.

**ARTICLE V**  
**Initial Registered Agent and Street Address**

The name and address of the initial registered agent is:

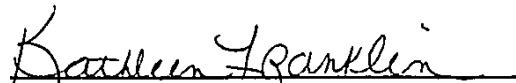
Gary Harris  
Duker Barrett & Gravante LLP  
200 East Robinson Street, Suite 325  
Orlando, Florida 32801

**ARTICLE VI**  
**Incorporator**

The name and street address of the sole incorporator to these Articles of Incorporation is:

Kathleen M. Franklin  
Duker Barrett & Gravante LLP  
100 State Street, Suite 900  
Albany, New York 12207

The undersigned incorporator has executed these Articles of Incorporation this 9th day of April, 1997.

  
Kathleen M. Franklin  
Sole Incorporator

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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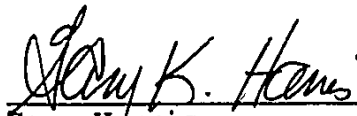
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, CAMBRIDGE MEDICAL CENTER I AND II, INC., ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Cambridge Medical Center I and II, Inc.
2. The name and address of the registered agent and office is:

Gary Harris  
Duker Barrett & Gravante LLP  
200 East Robinson Street, Suite 325  
Orlando, Florida 32801

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Gary Harris

4/10/97  
\_\_\_\_\_  
(date)