

P97000035835
(SAMPLE LETTER OF TRANSMITTAL)

Date APRIL 17, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002149381--1

-04/21/97--01121--016
****122.50 ****122.50

Re: SPIRELLI HEALTHCARE OF PALM BEACH, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

DEAN SPIRELLI
(individual's name)

SPIRELLI HEALTHCARE OF PALM BEACH, INC
(name of corporation)

MAILING ADDRESS OF CORPORATION

18237 CLEARBROOK CIRCLE
BOCA RATON, FL 33498

PHONE

(561) 479-2359
Area Code Number Ext.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 PM 12:05

Done 4/22

ARTICLES OF INCORPORATION

of

SPIRELLI HEALTHCARE OF PALM BEACH, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

SPIRELLI HEALTHCARE OF PALM BEACH, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida. **HEALTH CARE**

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of COMMON Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	SPIRELLI HEALTHCARE OF PALM BEACH, INC.		
ADDRESS	18237 CLEARBROOK CIRCLE		
CITY	BOCA RATON	FLORIDA	ZIP 33498

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	DEAN SPIRELLI		
ADDRESS	18237 CLEARBROOK CIRCLE		
CITY	BOCA RATON	FLORIDA	ZIP 33498

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) 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 director(s) of the corporation are as follows:

NAME	DEAN SPIRELLI		
ADDRESS	18237 CLEARBROOK CIRCLE		
CITY	BOCA RATON	STATE FL	ZIP 33498
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 PM 12:05

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	DEAN SPIRELLI		
ADDRESS	18237 CLEARBROOK CIRCLE		
CITY	BOCA RATON	STATE	FL ZIP 33498
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 17th day of APRIL, 19 97.

DEAN SPIRELLI

(Seal)

(Seal)

(Seal)

STATE OF FLORIDA

COUNTY OF PALM BEACH

SS.

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

DEAN SPIRELLI

PERSONALLY KNOWN TO NOTARY

Form of Identification

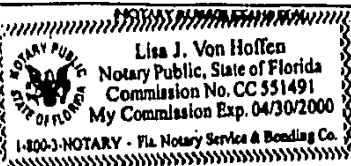
Signature

Form of Identification

Signature

Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that HE executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath (was)(was not) taken.



Witness my hand and official seal in the County and State last aforesaid this 17 day of APRIL, 19 97.

LISA J. VON HOFFEN

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 PM 12:05

CERTIFICATE OF REGISTERED AGENT
OF

SPIRELLI HEALTHCARE OF PALM BEACH, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 18237 CLEARBROOK CIRCLE

BOCA RATON, FL 33498

has named dean spirelli

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

X 
(registered agent)
DEAN SPIRELLI