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4/24/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ANYTHING WELDED, INC.,

AUDIT NUMBER.....H97000006727

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL APR 25

⑤

ARTICLES OF INCORPORATION

OF

ANYTHING WELDED, INC.

H97000006727

FILED

97 APR 24 AM 8:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, natural persons competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing under the Laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is: ANYTHING WELDED, INC.

The principal address of this corporation is:

5998 S.W. 44TH STREET
DAVIE, FLORIDA 33314
(954) 581-0401

The mailing address of this corporation is:

5131 S.W. 101 TERRACE
COOPER CITY, FLORIDA 33328

ARTICLE II. - PURPOSE

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

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE DOLLAR par value common stock.

PREPARED BY:

BRUCE E. BARR, ESQ.
5121 S.W. 90TH AVENUE
SUITE #3
COOPER CITY, FLORIDA 33328
TELE: (954) 434-2445
F.B.N.: 930229

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ARTICLE IV. - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 5998 S.W. 44TH STREET
DAVIE, FLORIDA 33314
(954) 581-0401

The name of the initial registered agent of this corporation at this address is: CARL A. MCKENNEY

ARTICLE VI. - INITIAL BOARD OF DIRECTORS

The corporation shall have two 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. The names and addresses of the initial directors of this corporation are:

CARL A. MCKENNEY/PRESIDENT
5131 S.W. 101 TERRACE
COOPER CITY, FLORIDA 33328
(954) 434-6937

DIANA MCKENNEY/VICE PRESIDENT
5131 S.W. 101 TERRACE
COOPER CITY, FLORIDA 33328
(954) 434-6937

ARTICLE VII. - INCORPORATION

The names and addresses of the parties signing these Articles of Incorporation are:

CARL A. MCKENNEY/PRESIDENT
5131 S.W. 101 TERRACE
COOPER CITY, FLORIDA 33328

DIANA MCKENNEY/VICE PRESIDENT
5131 S.W. 101 TERRACE
COOPER CITY, FLORIDA 33328

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ARTICLE VIII. - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent provided by law.

ARTICLE IX. - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed the Articles of Incorporation, this 21st day of April, 1997.

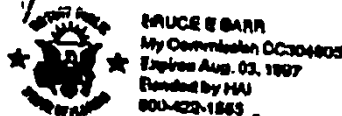
Carl A. McKenney
CARL A. MCKENNEY/PRESIDENT

Diana McKenney
DIANA MCKENNEY/VICE PRESIDENT

SWORN TO AND SUBSCRIBED before me this 21st day of April, 1997.

Bruce E. Barr
Notary Public, State of Florida

My Commission CC304905
Expires August 3, 1997



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STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designation Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091 Florida Statutes:

ANYTHING WELDED, INC.

A CORPORATION ORGANIZED (or organizing) under the laws of the State of Florida with its registered office at 5998 S.W. 44TH STREET, in the City of Davie, County of Broward, State of Florida, as its agent to accept service of process within this State.

OFFICERS: CARL A. MCKENNEY/PRESIDENT
DIANA MCKENNEY/VICE PRESIDENT

DIRECTORS: CARL A. MCKENNEY/PRESIDENT
DIANA MCKENNEY/VICE PRESIDENT

By: Carl A. McKenney
CARL A. MCKENNEY

By: Diana L. McKenney
DIANA MCKENNEY

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Carl A. McKenney
CARL A. MCKENNEY

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FILED
97 APR 24 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED

DATE 4/24/97

TIME 11:30

BY _____

WALK-IN
Will Pick Up _____

CH No. 25

RE: Atlantic Shores
Henthorne, Inc.

C.C. FEE.

DISBURSED

Capital Express™

Art. of Amend. File

Corp. Record Search

Lit. Partnership File

Foreign Corp. File

() Cert. (s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

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****122.50 ****122.50

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 22, 1997

CAPITAL CONNECTIONS

The name ATLANTIC SHORES HEALTH CARE, INC. has been reserved for 120 days beginning April 22, 1997. The reservation number is R97000001956 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

Debbie Reagle

Letter number: 697A00020652

**ARTICLES OF INCORPORATION
OF**

Atlantic Shores Healthcare, Inc.

FILED
97 APR 24 PM 4:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned 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 **Atlantic Shores Healthcare, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 4200 Wackenhut Drive, #100, Palm Beach Gardens, FL 33410-4243.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares having a par value of (\$.01) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is James P. Rowan, c/o The Wackenhut Corporation, 4200 Wackenhut Dr., #100, Palm Beach Gardens, FL 33410-4243

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Richard R. Wackenhut

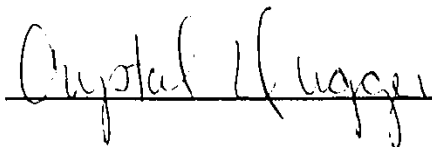
George C. Zoley

Wayne H. Calabrese

4200 Wackenhut Dr., #100, Palm Beach Gardens, FL 33410-4243.

The undersigned has executed these Articles of Incorporation this 24th day of April 1997.

"Capital Connection, Inc. by Crystal Dugger, Assistant Office Manager"



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Atlantic Shores Healthcare, Inc.

2. The name and street address of the registered agent and office is: James P. Rowan

c/o The Wackenhut Corporation
4200 Wackenhut Dr., #100
Palm Beach Gardens, FL. 33410

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.

STAMP
SEP 22 1981
4:32
STATE OF FLORIDA


James P. Rowan