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GARDNER, CARTON & DOUGLAS

1301 K STREET, N.W.

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SUITE 900, EAST TOWER

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WRITER'S DIRECT DIAL NUMBER

WASHINGTON, D.C. 20005

CHICAGO, ILLINOIS

TRACY WEIR  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX: (202) 289-1504

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May 9, 1997

Via Federal Express

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Florida Department of State  
Corporations Division  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Articles of Incorporation of RS Management Group, Inc.  
Corporate Name Reservation Number: R97000001723

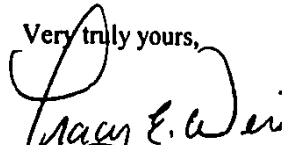
Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of RS Management Group, Inc. Kindly file the original with your office, and certify and return the enclosed copy to the undersigned. Also enclosed is a copy of the corporate name reservation acknowledgment letter we received from the Department of State confirming that the name "RS Management Group, Inc." was previously reserved by me.

In addition to the above, I have attached hereto a check in the amount of one hundred and twenty-two dollars and fifty cents (\$122.50), which covers the filing fee (\$70.00) and the request for one certified copy (\$52.50).

Should you have any questions regarding the above or the enclosed, please feel free to contact me at (202) 408-7178. Thank you for your attention to this matter.

Very truly yours,

  
Tracy E. Weir  
Paralegal

Enc.: Articles of Incorporation (original and one copy)  
Copy of Corporate Name Reservation Acknowledgment Letter  
Fees

cc: Mr. John W. Rebstock (w/ enc.)  
Mr. Christopher L. White, Esq. (w/enc.)  
Ms. Jill Sperber, CT Corp. (w/enc.)

PK  
5/15/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 11, 1997

TRACY E. WEIR  
GARDNER, CARTON & DOUGLAS  
1301 K STREET, NW, SUITE 900, EAST TOWER  
WASHINGTON, DC 20005 US

The name RS MANAGEMENT GROUP, INC. has been reserved for 120 days beginning April 11, 1997. The reservation number is R97000001723 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

Tammy Hampton

Letter number: 197A00018276

**ARTICLES OF INCORPORATION  
OF  
RS MANAGEMENT GROUP, INC.**

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The undersigned incorporator executes these Articles of Incorporation for the purposes of forming, and does hereby form, a corporation under the Florida Business Corporation Act, F.S.A. § 607.0101 *et seq.*, in accordance with the following provisions:

ARTICLE 1. Corporate Name. The name of the Corporation is RS Management Group, Inc. (the "Corporation").

ARTICLE 2. Principal Office and Mailing Address. The street address of the Principal Office of the Corporation is:

5201 Orduna Drive  
Coral Gables, Suite # 10  
Miami, FL 33146

The mailing address of the Corporation is:

5201 Orduna Drive  
Coral Gables, Suite # 10  
Miami, FL 33146

ARTICLE 3. Capitalization. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock with a \$1.00 par value per share. The Board of Directors shall determine the consideration to be received for each share in the Corporation and shall authorize each issuance of shares. The rights, qualifications and powers of the Shareholders shall be as set forth in the Bylaws of the Corporation.

ARTICLE 4. No Preemptive Rights. No Shareholder shall have any preemptive right to subscribe to an additional issue of stock or to any security convertible into such stock.

ARTICLE 5. Registered Office and Registered Agent. The address of the Corporation's registered office in the State of Florida is 1200 S. Pine Island Road, Plantation, Florida 33324. The name of its registered agent at such address is CT Corporation System.

ARTICLE 6. Incorporator. The name and address of the Incorporator is:

Theresa E. Weir  
1301 K Street, NW  
Suite 900, East Tower  
Washington, DC 20005

ARTICLE 7: Purposes. The purposes of the Corporation are:

(a) To manage and administer medical and mental health care facilities and programs which will furnish medical and mental health care services to the residents of the state of Florida; and

(b) To engage in any and all lawful business purposes or enterprises for which business corporations may be organized under the Florida Business Corporation Act, and which the Board of Directors of the Corporation shall deem to be in the best interest of the Corporation, and to do all other things deemed by the Board of Directors to be necessary and desirable in connection with any of the Corporation's businesses.

ARTICLE 8. Directors. There shall be no less than two (2) directors of the Corporation (the "Board of Directors"). At all times, the actual number of directors shall be as described in the Bylaws. The initial directors shall be:

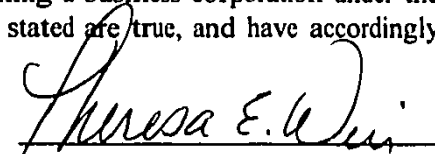
John W. Rebstock  
Maggie Senra

ARTICLE 9. Indemnification of Officers and Directors. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify past and present officers and directors against any and all of the expenses, liabilities, or other matters referred to in, or exclusive of, any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in official capacity, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE 10. Amendment of the Bylaws by the Board of Directors. In furtherance, and not in limitation of, the powers conferred by the laws of the state of Florida, the Board of Directors is expressly authorized to make, alter, amend and repeal the Bylaws of the Corporation as provided therein.

ARTICLE 11. Duration. The duration of the Corporation is perpetual.

I, THE UNDERSIGNED, for the purpose of forming a business corporation under the laws of the state of Florida, certify that the facts herein stated are true, and have accordingly hereunto set my hand.

  
Theresa E. Weir

RS Management Group, Inc.

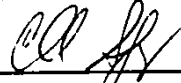
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE  
SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION  
AT THE PLACE DESIGNATED IN THESE PROVISIONS, I HEREBY  
ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE  
TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM  
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION  
AS REGISTERED AGENT.

DATE: 4/11/97

CT CORPORATION SYSTEM

BY:   
Charles Shampang  
Assistant Secretary