

P97000045802

OUTPATIENT RESOURCES, INC.

3323 W. Commercial Boulevard
Suite 110
Ft. Lauderdale, Florida 33309
(954) 485-0101 (telephone) (954) 485-7955 (telecopier)

FILED

97 MAY 22 PM 3:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Douglas A. Miller

May 6, 1997

000002175620--0
-05/12/97--01171--001
*****35.00 *****35.00

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

800002192728--2
-05/28/97--01022--012
*****35.00 *****35.00

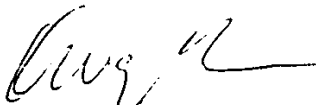
Re: Filing of Articles of Incorporation - Outpatient Resources, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for **Outpatient Resources, Inc.** The \$35.00 filing fee and the \$35.00 registered agent fee are enclosed.

Thank you for your assistance in this matter.

Sincerely,



Douglas A. Miller
Incorporator

Enclosure
cc: file

W97-11333
QM 5-22-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1997

OUTPATIENT RESOURCES, INC.
ATTN: DOUGLAS A. MILLER
3323 W. COMMERCIAL BLVD., STE. 110
FT. LAUDERDALE, FL 33309

SUBJECT: OUTPATIENT RESOURCES, INC.
Ref. Number: W97000011333

We have received your document for OUTPATIENT RESOURCES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

John Nedeau
Document Specialist

Letter Number: 597A00026177

**ARTICLES OF INCORPORATION
OF
OUTPATIENT RESOURCES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

CORPORATE NAME

The name of the corporation shall be:

OUTPATIENT RESOURCES, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful activity for which corporations may be organized under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100 shares, all of which shall be common shares with \$1.00 par value.

ARTICLE FIVE

MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and the principal place of business is:

3323 W. Commercial Boulevard
Suite 110
Ft. Lauderdale, Florida 33309

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3323 W. Commercial Boulevard, Suite 110, Ft. Lauderdale, Florida 33309 and the initial registered agent at such address is Douglas A. Miller.

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT

INITIAL DIRECTORS

The initial Board of Directors shall consist of two (2) members who shall hold office until the first meeting of the corporation and whose names and addresses are as follows:

Barry Goldstein
1900 N.E. 211th Street
N. Miami Beach, Florida 33179

Douglas A. Miller
303 Egret Lane
Ft. Lauderdale, Florida 33322

ARTICLE NINE

INCORPORATORS

The name and address of each incorporator executing the Articles of Incorporation is as follows:

Douglas A. Miller
3323 W. Commercial Boulevard
Suite 110
Ft Lauderdale, Florida 33309

ARTICLE TEN

COMMENCEMENT DATE

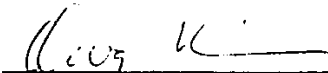
The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

ARTICLE ELEVEN

INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 6 day of May, 1997.



Douglas A. Miller

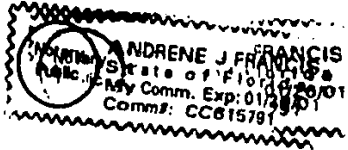
STATE OF FLORIDA:

COUNTY OF BROWARD:

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Douglas A. Miller, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a

driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal this ____ day of May, 1997.



Andrene J. Francis

Notary Public
State of Florida

My Commission Expires:

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

The undersigned hereby designates Douglas A. Miller, as its Registered Agent to accept service of process within this state.

[Signature]

Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

[Signature]

Douglas A. Miller

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