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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN -4 PM 2:50

SAMUEL J. CANTOR*

*ALSO MEMBER OF PENNSYLVANIA BAR

May 30, 1997

State of Florida
Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: LA Healthcare, Inc.

000002200950--0
-06/04/97--01036--006
****122.50 ****122.50

Gentlemen:

Enclosed please find the following in connection with the above-captioned filing:

1. An original and a xerox copy of the Articles of Incorporation of LA Healthcare, Inc.
2. The Firm's check in the amount of \$122.50 in payment for the following:

(a)	Filing Fee in the amount of	\$ 35.00
(b)	Certified Copy in the amount of	35.00
(c)	Resident Agent Designation in the amount of	<u>52.50</u>
3. A Certificate Designating Resident Agent.

TOTAL \$122.50

Please file the original in your office and return the certified copy to this office in the self-addressed envelope at your earliest convenience.

Very truly yours,



Samuel J. Cantor

SJC:jac
Enclosures

6-5-97

ARTICLES OF INCORPORATION

LA Healthcare, Inc.

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The undersigned, Scott Wheeler a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

LA Healthcare, Inc.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ONE HUNDRED (100) shares of common stock having a par value of one (\$1.00) dollar per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND

INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered office of this Corporation in the State of Florida shall be:

SCOTT WHEELER
2898 UNIVERSITY DRIVE, SUITE 36
CORAL SPRINGS, FLORIDA 33065

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The initial Directors shall be: Scott Wheeler, 2898 University Drive, Suite 36, Coral Springs, Florida 33065 and Bruce Ravdin, 2898 University Drive, Suite 36, Coral Springs, Florida 33065.

ARTICLE VII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Scott Wheeler, 2898 University Drive, Suite 36, Coral Springs, Florida 33065.

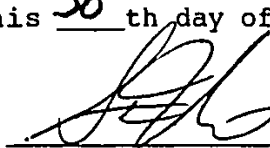
ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of:

LA Healthcare, Inc. on this 30th day of May, 1997.



Scott Wheeler

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 30th day of May 1997 by Scott Wheeler as Incorporator.

Seal


NOTARY PUBLIC AT LARGE, STATE OF FL

MY COMMISSION EXPIRES:



Official Seal
JOANNE A. CAFONE
Notary Public, State of Florida
My Comm. Expires January 29, 1998
No. CG 336867
Bonded Through Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING RESIDENT AGENT

AND OFFICE FOR SERVICE OF PROCESS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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LA Healthcare, Inc. a corporation existing under the laws of the State of Florida with its principal office at 2898 University Drive, Suite 36, Coral Springs, Florida 33065 has named Scott Wheeler whose address is 2898 University Drive, Suite 36, Coral Springs, Florida 33065 as Resident Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Resident Agent, and agree to comply with all applicable provisions of law.



Scott Wheeler