

P97000052485

BROAD AND CASSELL
ATTORNEYS AT LAW

SUITE 110
BROWARD FINANCIAL CENTRE
500 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FL 33304
(954) 784-7000
DADE (305) 945-0404
TELECOPY (954) 781-8135

June 11, 1997

File No. 20546.0001

VIA FEDERAL EXPRESS OVERNIGHT MAIL

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

600002210346--3
-06/12/97--01073--007
*****122.50 *****122.50

RE: Excellence In Healthcare, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation ("Articles") and the Certificate of Designation of Registered Agent and Registered Office ("Certificate") of Excellence in Healthcare, Inc., and a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

1. Certificate of Incorporation filing fee
2. Certified copy of the Certificate of Incorporation
3. Registered Agent's fee

\$35.00

52.50

35.00

Total

\$122.50

After filing, please return a certified copy of the Articles and the Certificate in the enclosed addressed stamped return envelope as soon as possible.

7777 Glades Road
Boca Raton, Florida 33434
(561) 483-7000
Telecopy (561) 483-7321

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-9400
Telecopy (305) 373-9443

100 North Tampa
Suite 5600
Tampa, FL 33602
(813) 225-9000
Telecopy (813) 225-9099

First Florida Bank Tower
515 South Monroe Street
Tallahassee, Florida 32301
(904) 581-6810
Telecopy (904) 581-6782

The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(561) 832-3300
Telecopy (561) 832-1109

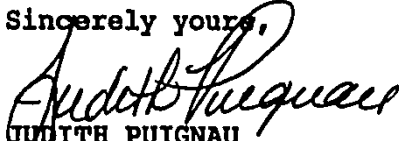
500 North Orange Avenue
Orlando, Florida 32801
(407) 839-4300
Telecopy (407) 425-8377

Handwritten signature and date:
6/13/97

Secretary of State
Division of Corporations
June 11, 1997
Page 2

If you have any questions or comments, please do not hesitate to contact us.

Sincerely yours,


JUDITH PUIGNAU
Paralegal

/jp

Enc.

cc: Abbas Abbey, M.D.
Michael Lynch

BROAD and CASSEL

ARTICLES OF INCORPORATION
OF
EXCELLENCE IN HEALTHCARE, INC.

1979
JAN 12 PM 12:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be **EXCELLENCE IN HEALTHCARE, INC.**

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at one time are one thousand (1,000) shares of common stock with \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 210 S.E. Mizner Blvd., Suite 106, Boca Raton, FL 33432.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Michael Lynch
210 S.E. Mizner Blvd.
Suite 106
Boca Raton, FL 33432

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Michael Lynch
210 S.E. Mizner Blvd.
Suite 106
Boca Raton, FL 33432

ARTICLE VIII

SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31 day of MAY, 1997.

Michael F. Lynch
MICHAEL LYNCH, Incorporator

STATE OF FLORIDA

COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 31 day of May, 1997, by MICHAEL LYNCH, Incorporator, who is personally known to me or who has produced Fl. Driver License as identification and who did (did not) take an oath.



Shannon Faccini
SIGNATURE OF NOTARY

Shannon Faccini
PRINTED NAME OF NOTARY

2/14/00
COMMISSION EXPIRES

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: **EXCELLENCE IN HEALTHCARE, INC.**
2. The name and address of the registered agent and office is:

Michael Lynch
210 S.E. Mizner Blvd.
Suite 106
Boca Raton, FL 33432


MICHAEL LYNCH, Incorporator

Dated this 31 day of May, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


MICHAEL LYNCH

Dated this 29 day of May, 1997.

97
JUN 12 PM 12:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA