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ACCOUNT NO. : 072100000032

REFERENCE : 443119 4329904

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 122.50

FILED
97 JUN 26 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 26, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 443119-010

CUSTOMER NO: 4329904

CUSTOMER: Ms. Heather G. Ellis
BROAD AND CASSEL

400002223594--5

Suite 300
7777 Glades Road
Boca Raton, FL 33434

DOMESTIC FILING

NAME: PROFESSIONAL HEALTHCARE
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: _____

RECEIVED
97 JUN 26 AM 11:29
DIVISION OF CORPORATION
File
Susana

95

84 JUN 26 1997

AFFIDAVIT

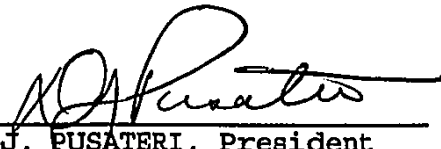
The undersigned being first duly sworn, deposes and says that:

1. Professional Healthcare Services, Inc. (the "Corporation") previously filed Articles of Incorporation with the Florida Division of Corporations;

2. Enclosed herein for filing with the Florida Division of Corporations are Articles of Dissolution of the Corporation;

3. Also enclosed herein for filing with the Florida Division of Corporations are Articles of Incorporation for a new corporation to be named "Professional Healthcare Services, Inc." (the "Other Company"); and

4. The Corporation hereby grants its consent and permission to the Other Company to immediately use the name "Professional Healthcare Services, Inc." pursuant to Florida Statutes Section 607.1405(4).


DANA J. PUSATERI, President
Professional Healthcare
Services, Inc.

STATE OF FLORIDA

COUNTY OF TALMADGE

The foregoing instrument was acknowledged before me this 26 day of May, 1997, by Dana J. Pusateri, President of Professional Healthcare Services, Inc., who is personally known to me or who has produced _____ as identification.


Notary Public

Name: _____

Commission Expires: _____

Serial Number: _____

OFFICIAL NOTARY SEAL
YOLANDA TIMKO BUONOMO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC453801
MY COMMISSION EXP. APR. 19, 1999

ARTICLES OF INCORPORATION

OF

PROFESSIONAL HEALTHCARE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is Professional Healthcare Services, Inc. (the "Corporation").
- SECOND:** The initial street address of the principal office of the Corporation is 525 S.E. 6th Avenue, Delray Beach, Florida 33483.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 7777 Glades Road, Suite 300, Boca Raton, Florida 33434, and the name of the initial registered agent of the Corporation at that address is Jodi Laurence.
- FIFTH:** The name and address of the incorporator of the Corporation is: Jodi Laurence, Broad and Cassel, 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have four directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation are:

Dana Pusateri

10323 El Caballo Court
Delray Beach, Florida 33446

Martin Santiago

6536 N.W. 97th Drive
Parkland, Florida 33076

Kenneth Lee

10542 La Reina
Delray Beach, Florida 33446

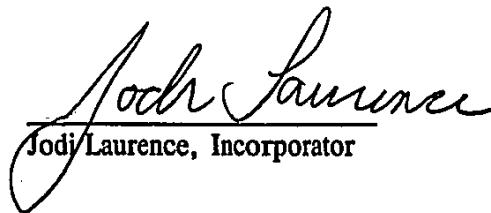
David Vastola

806 Lakeside Drive
North Palm Beach, Florida 33408

EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

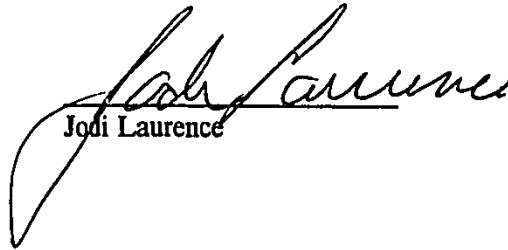
NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of May, 1997.


Jodi Laurence, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of Professional Healthcare Services, Inc. and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Jodi Laurence

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