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STEVEN A. WAGNER, P.A.

ATTORNEY AT LAW
222 SOUTHEAST 10TH STREET
FORT LAUDERDALE, FLORIDA 33316

STEVEN A. WAGNER

MEMBER: FLORIDA AND
DISTRICT OF COLUMBIA BARS

TELEPHONE: (305) 764-7466
FAX: (305) 463-1492

July 21, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SENT VIA AIRBORNE EXPRESS

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Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: SPECIALTY MEDICAL CARE CENTERS OF SOUTH FLORIDA, INC.

ATTENTION: New Filing Department

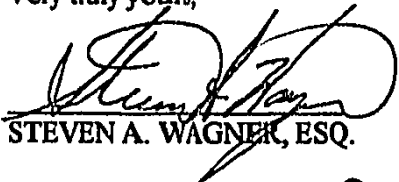
To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation, including acceptance of registered agent, of the above proposed Florida Corporation and a check in the amount of \$122.50, reflecting payment of the Filing Fee and one (1) Certified Copy of the Articles. Please return said certified copy and all accompanying documents to my attention at the following address:

STEVEN A. WAGNER, P.A.
222 S.E. 10TH STREET
FORT LAUDERDALE, FLORIDA 33316

Should any additional information be required, please do not hesitate to contact me at the above listed address. Thank you for your prompt attention to this matter.

Very truly yours,


STEVEN A. WAGNER, ESQ.

SAW:is
enc.

Dmc
7-24-97

FILED
97 JUL 22 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SPECIALTY MEDICAL CARE CENTERS OF SOUTH FLORIDA, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned does hereby act as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - CORPORATE NAME

The name of this corporation is SPECIALTY MEDICAL CARE CENTERS OF SOUTH FLORIDA, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is: 4961 NORTH UNIVERSITY DRIVE, LAUDERHILL, FLORIDA 33351

ARTICLE III - DURATION

The term of existence of this corporation is perpetual.

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V - CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is FIVE HUNDRED (500) shares, all of which shall be Common Shares, and shall have a par value of one dollar (\$1.00) per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of these articles of incorporation is:

NAME

GREGORY KNOWLES

ADDRESS

**3300 N. E. 191 STREET, #LP-13
AVENTURA, FLORIDA 33180**

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97 JUL 22 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members to hold office until the first annual meeting of stockholders, or until his/her earlier resignation, removal from office or death, and his/her successor shall have been duly elected. The number of Directors may be either increased or decreased, from time to time, in accordance with the By-Laws of the Corporation. The name and address of the initial directors of the Corporation are:

NAME

ADDRESS

GREGORY KNOWLES

3300 N. E. 191 STREET, #LP-13
AVENTURA, FLORIDA 33180

LARRY BOUDREAUX

1400 N.W. 99TH AVENUE
PLANTATION, FLORIDA 33322

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder of the Corporation shall, upon the sale for cash of any new stock of this Corporation, have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is generally offered.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify and hold harmless any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained within these Articles of Incorporation or any amendments hereto, and any rights conferred upon the shareholders of this Corporation are subject to this reservation.

ARTICLE XII - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered agent is:

NAME

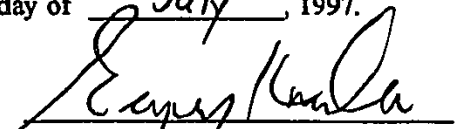
ADDRESS

STEVEN A. WAGNER, ESQ.

222 S.E 10TH STREET
FORT LAUDERDALE, FL 33316

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed

these Articles of Incorporation this 21st day of July, 1997.


GREGORY KNOWLES, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared GREGORY KNOWLES who has produced a Florida Drivers License as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21st day of July, 1997.



STEVEN A. WAGNER
My Commission CC000000
Expires Mar. 03, 1998
Bonded by HAJ
800-422-1555


NOTARY PUBLIC Signature

State of Florida

Steven A. Wagner
Name typed or printed

My commission expires:
Commission Number:

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT OF:

SPECIALTY MEDICAL CARE CENTERS OF SOUTH FLORIDA, INC.

AS DESIGNATED IN ARTICLES OF INCORPORATION

Having been named as Registered Agent to accept service of process for the above state corporation, at the place designated in this certificate, I agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

STEVEN A. WAGNER, P.A., a Florida Corporation,
REGISTERED AGENT

BY: 
STEVEN A. WAGNER, President

FILED
97 JUL 22 AM 9:51
TALLAHASSEE, FLORIDA
STATE