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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 490785 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 8, 1997

ORDER TIME : 11:19 AM

ORDER NO. : 490785-005

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst  
BRONSTEIN CARLSON GLEIM &  
SMITH, P.A.  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

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-08/08/97--01077--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: PRIME CARE HEALTH  
INVESTORS, INC.

EFFECTIVE DATE: AUGUST 4, 1997

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED  
97 AUG - 8 PM 1:42  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
97 AUG - 8 PM 1:05  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

SN AUG - 8 1997

EFFECTIVE DATE  
8/4/97

ARTICLES OF INCORPORATION  
OF  
PRIME CARE HEALTH INVESTORS, INC.

FILED  
97 AUG -8 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is Prime Care Health Investors, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal office and the mailing address of this corporation is 5767 49th Street North, St. Petersburg, Florida 33709.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of August 4, 1997.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue two classes of stock: Class A Voting Common and Class B Non-Voting Common. Said classes of stock shall be identical in all respects except that shareholders owning Class B Non-Voting Common stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock are as follows:

	<u>PAR VALUE</u>	<u>AUTHORIZED ISSUE</u>
Class A Voting Common	\$1.00 per share	10,000 shares
Class B Non-Voting Common	\$1.00 per share	10,000 shares

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Thomas B. Smith, 150 2nd Avenue North, Suite 1100, St. Petersburg, Florida 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is Chetan K. Desai, 5767 49th Street North, St. Petersburg, FL 33709.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Thomas B. Smith, 150 Second Avenue N., Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 6<sup>th</sup> day of August, 1997.

Thomas B. Smith  
Thomas B. Smith  
Registered Agent/Incorporator

FILED  
97 AUG - 8 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA