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LAW OFFICES OF  
PEARSON & MAYER, P.A.

2474 S.W. 27th Terrace  
Miami, Florida 33133

TELEPHONE: (305) 859-9455  
TELEFAX: (305) 859-9520  
E-MAIL: MiamiCounsel@MSN.Com

STEPHEN D. PEARSON, ESQ.  
ROBERT M. MAYER, ESQ.

July 24, 1997

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-07/25/97--01044--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Re: Articles of Incorporation for Tri-County Healthcare  
Management, Inc.

Dear Madam/Sir:

Enclosed are the articles of incorporation and the acceptance  
of registered agent for Tri-County Healthcare Management, Inc. (the  
"Corporation"). Also enclosed are the fees for registration of the  
Corporation, including:

Articles of Incorporation  
Designation and acceptance by  
registered agent

\$35.00

TOTAL

Please file as appropriate.

Thank you.

Sincerely,

  
Robert M. Mayer

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
35.00

Encl.

P&M/MAYER/HQarces/106-2.003

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

AFFIDAVIT OF STEVEN J. GETTER

STATE OF FLORIDA       )  
                               ) SS  
 COUNTY OF BROWARD     )

BEFORE ME, the undersigned authority, personally appeared STEVEN J. GETTER, who being first duly sworn by me, on oath, deposes and says that:

A. I was the President of Tri-County Healthcare Management Inc. (hereinafter the "Company"). I hereby state that:

1) Neither I, individually, nor the Company have any intention of revoking the voluntary dissolution of the Company;

2) Neither I, individually, nor the Company have any interest in retaining the right to use the former name of the Company and we expressly release all rights to that name in the articles of dissolution filed previously; and

3) The Company was formed by mistake and has taken no actions, entered into no contracts and conducted no business whatsoever.

Under penalties of perjury, Affiant declares that he has examined the Affidavit, and to the best of his knowledge and belief, it is true, correct, and complete.

FURTHER AFFIANT SAYETH NAUGHT.

  
 Name: Steven J. Getter

STATE OF FLORIDA       )  
                               ) SS  
 COUNTY OF BROWARD     )

5 THE FOREGOING INSTRUMENT was acknowledged before me this day of August, 1997, by Steven J. Getter. He is personally known to me or has produced Personally Known as identification, and he did take an oath.

  
 NOTARY PUBLIC,  
 State of Florida

  
 [Printed Name of Notary]

My Commission Expires:

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 P&M/Mayer



MICHELE STROMBERG  
 COMMISSION # CC621471  
 EXPIRES FEB 13, 2001  
 BONDED THROUGH  
 ATLANTIC BONDING CO., INC

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

AFFIDAVIT OF STEVEN J. GETTER

STATE OF FLORIDA )  
 ) SS  
 COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared JODIE GETTER, who being first duly sworn by me, on oath, deposes and says that:

A. I was the Vice-President of Tri-County Healthcare Management Inc. (hereinafter the "Company"). I hereby state that:

- 1) Neither I, individually, nor the Company have any intention of revoking the voluntary dissolution of the Company;
- 2) Neither I, individually, nor the Company have any interest in retaining the right to use the former name of the Company and we expressly release all rights to that name in the articles of dissolution filed previously; and
- 3) The Company was formed by mistake and has taken no actions, entered into no contracts and conducted no business whatsoever.

Under penalties of perjury, Affiant declares that he has examined the Affidavit, and to the best of his knowledge and belief, it is true, correct, and complete.

FURTHER AFFIANT SAYETH NAUGHT.

*Jodie Getter*  
 Name: Jodie Getter

STATE OF FLORIDA )  
 ) SS  
 COUNTY OF BROWARD )

THE FOREGOING INSTRUMENT was acknowledged before me this 5 day of August, 1997, by Jodie Getter. She is personally known to me or has produced personally known as identification, and did take an oath.

*Michele Stromberg*  
 NOTARY PUBLIC,  
 State of Florida

*Michele Stromberg*  
 [Printed Name of Notary]

My Commission Expires:

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 P&M/Mayer



MICHELE STROMBERG  
 COMMISSION # CC621471  
 EXPIRES FEB 13, 2001  
 BONDED THROUGH  
 ATLANTIC BONDING CO., INC.

ARTICLES OF INCORPORATION

OF

TRI-COUNTY HEALTHCARE MANAGEMENT, INC.

The undersigned, acting as incorporator of TRI-COUNTY HEALTHCARE MANAGEMENT, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. Name

The name of the corporation is:

TRI-COUNTY HEALTHCARE MANAGEMENT, INC.

ARTICLE II. Mailing Address

The mailing address of the corporation is:

1890 University Drive, Suite 205  
Coral Springs, Florida 33070

ARTICLE III. Commencement of Existence

The existence of the corporation will commence on the filing of these Articles of Incorporation.

ARTICLE IV. Purpose

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. Authorized Shares

The maximum number of share that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 2474 S.W. 27th Terrace, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is Robert M. Mayer.

Robert M. Mayer  
2474 S.W. 27th Terrace  
Miami, FL 33133  
(305) 859-9455  
Fla. Bar No. 0455148

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#### ARTICLE VI. Initial Board of Directors

The corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time, as provided by the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

Name	Address
Fern Kamine	1890 University Drive Suite 205 Coral Springs, FL 33070
Steven Getter	1890 University Drive Suite 205 Coral Springs, FL 33070
Jodie Getter	1890 University Drive Suite 205 Coral Springs, FL 33070
Robert M. Mayer	2474 S.W. 27th Terrace Miami, Florida 33133

#### ARTICLE VIII. Incorporator

The name and street address of the incorporator is:

Name	Address
Robert M. Mayer	2474 S.W. 27 Terrace Miami, FL 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

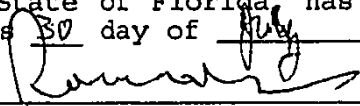
#### ARTICLE IX. Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. Amendments

The corporation reserves the right to amend, alter, change, or repeal any provision in the Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 30 day of July, 1997.

  
Robert M. Mayer, Incorporator

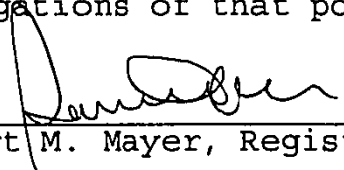
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the  
following is submitted:

That TRI-COUNTY HEALTHCARE MANAGEMENT, INC., desiring  
to organize under the laws of the State of Florida with  
its initial registered office, as indicated in the  
Articles of Incorporation, at 2474 S.W. 27th Terrace,  
Miami, Florida 33133, has named Robert M. Mayer as its  
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for  
TRI-COUNTY HEALTHCARE MANAGEMENT, INC. at the place  
designated in this certificate, I agree to act in that  
capacity and to comply with the provisions of the Florida  
Business Corporation Act, and state that I am familiar  
with, and accept, the obligations of that position.

  
Robert M. Mayer, Registered Agent

(GHC/Corp)

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TALLAHASSEE, FLORIDA