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NAME: PRIME HEALTH CENTERMR, INC.

AUDIT NUMBER.....H97000012911

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 13, 1997

EMPIRE

SUBJECT: PRIME HEALTH CENTER, INC.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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Sharon Tala
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ARTICLES OF INCORPORATION
OF
PRIME HEALTH CENTER, INC.

The undersigned, being of legal age, does hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be PRIME HEALTH CENTER, INC.

ARTICLE II

The general nature of the business and the object and purposes proposed to be transacted and carried on are to be engaged in are any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 500 shares at \$1.00 par value.

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to the law and said corporation's existence shall commence on the date of subscription and acknowledgment of this Certificate of Incorporation.

ARTICLE V

The initial street address of said corporation shall be at 2584 N.E. Miami Gardens Drive, North Miami Beach, FL 33180.

ARTICLE VI

The number of directors of this corporation shall not be less than one (1) nor more than seven (7). The corporation shall initially have one (1) Director.

ARTICLE VII

The corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the stockholders. If the corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) director. At no time shall the corporation be managed by the stockholders unless there is at least one (1) stockholder.

Valerie Thompkins, Esq.
12865 W. Dixie Hwy 2nd Floor
N. Miami, FL 33161
(305) 899-8588 / FBN. 465555

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ARTICLE VIII

Any restrictions imposed by the corporation on the sale or other disposition of its shares and on the transfer thereof must be noted conspicuously on each certificate representing shares to which the restriction applies.

ARTICLE IX

The name and address of the first Director of this corporation, who shall hold office for the first year or until their successors are elected shall be:

NAMES	ADDRESSES	OFFICE
LARRY KLOSKY	2584 N.E. Miami Gardens Dr. North Miami Beach, FL	Pres.
EILEEN DVORKIN.	2584 N.E. Miami Gardens Dr. North Miami Beach, FL	V. Pres.

ARTICLE X

These Articles may be amended, when approved by a majority of the Directors and stockholders.

The corporation shall indemnify directors or officers, or subscribers and their heirs, and assigns, against all expenses, actually and necessarily incurred in connection with the defense or settlement of any claim action, suit or proceeding in which they be reason of being or having been directors or officers, except in relation to matters as to which any such directors or officer shall be adjudged to be liable for gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which the indemnification may be entitled under the law, or by-law, agreement, vote of stockholders, or otherwise.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatever.

ARTICLE XI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is EILEEN DVORKIN, 2584 N.E. Miami Gardens Dr., North Miami Beach, Florida 33180.

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ARTICLE XI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is EILEEN DVORKIN, 2584 N.E. Miami Gardens Dr., North Miami Beach, Florida 33180.

ARTICLE XII

The Registered Agent to accept service of process within this State for said corporation shall be: VALERIE TOMPKINS, ESQ., 12865 West Dixie Highway, Second Floor, North Miami, FL 33161.

Having been named to accept service of process for the above stated corporation at the place designated, herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act to keeping open said office.

Valerie Tompkins
VALERIE TOMPKINS

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named and the incorporator, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and does respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this day of August, 1997.

Eileen Dvorkin
EILEEN DVORKIN
Incorporator

STATE OF FLORIDA:
COUNTY OF DADE :

BEFORE ME the undersigned authority personally appeared, EILEEN DVORKIN, Incorporator to me well known and known by me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who has acknowledged before me that she executed the same for the purposes therein expressed.

 personally known or
 produced *Driver's License* as identification
FLA 209 50 923-0

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at MIAMI DADE, Florida on this 8th day of August, 1997.

My commission expires:



Ramon W Goodman
My Commission C032548
Expires April 27, 2001

Ramon W Goodman
Notary Public, State of Florida

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