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**ADORNO & ZEDER**  
A PROFESSIONAL ASSOCIATION

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 AUG 28 PM 2:33

August 27, 1997

State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-08/28/97--01062--012  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: USA-Integrated Health, Inc.**

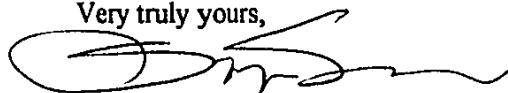
Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation with regard to the above referenced corporation. Kindly file the Articles and return the filed copy to this office in the pre-paid Federal Express envelope provided for your convenience. Also enclosed is check in the amount of \$122.50, representing the filing fee for same.

Should you have any questions, please do not hesitate to contact me at (954) 713-1348.

Thank you for your anticipated cooperation in this matter.

Very truly yours,



Dayna Sussman  
Paralegal

Enc. Via Federal Express

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**ARTICLES OF INCORPORATION  
OF  
USA-INTEGRATED HEALTH, INC.**

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DIVISION OF CORPORATIONS  
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The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

USA-Integrated Health, Inc. (the "Corporation")

**ARTICLE II**

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$0.001 per share.

**ARTICLE V**

The initial registered agent and street address of the initial registered office of the Corporation shall be:

Harriet Lewis, Esq.  
888 S.E. 3rd Avenue, Suite 500  
Ft. Lauderdale, Florida 33335

## **ARTICLE VI**

This Corporation shall have two directors initially. The name and address of the initial directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

John Lewis  
860 S.W. 22nd Street  
Boca Raton, Florida 33486

Harriet Lewis  
860 S.W. 22nd Street  
Boca Raton, Florida 33486

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one.

## **ARTICLE VII**

The name and address of the Incorporator of the Corporation is:

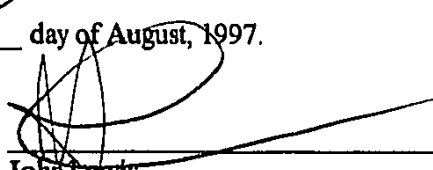
John Lewis  
860 S.W. 22nd Street  
Boca Raton, Florida 33486

## **ARTICLE VIII**

The principal business and mailing address of the Corporation shall be:

860 S.W. 22nd Street  
Boca Raton, Florida 33486

Executed at Boca Raton, Florida this 26<sup>th</sup> day of August, 1997.

  
\_\_\_\_\_  
John Lewis  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

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Having been appointed the Registered Agent of USA-Integrated Health, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 27<sup>th</sup> day of August, 1997.

Harriet Lewis  
Harriet Lewis  
Registered Agent