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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 548072 6099A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 30, 1997

ORDER TIME : 9:49 AM

ORDER NO. : 548072-005

CUSTOMER NO: 6099A

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****122.50 ****122.50

CUSTOMER: Martin V. Katz, Esq
MOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: SRPEC MEDICARE CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 SEP 30 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 30 PM 1:48
DIVISION OF CORPORATIONS

DMC
9-30-97

**ARTICLES OF INCORPORATION
OF
SRPEC MEDICARE CORP.**

FILED
SEP 30 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be SRPEC MEDICARE CORP. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 825 South US 1, Suite 100, Jupiter, Florida 33477.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 825 South US 1, Suite 100, Jupiter, Florida 33477, and the name of the initial registered agent of this Corporation at that address is Martin V. Katz.

ARTICLE VIII

Board of Directors

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is as follows:

Mr. Douglas J. Weary

825 South US 1
Suite 100
Jupiter, Florida 33477.

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification

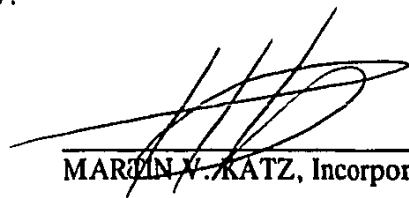
The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: Martin V. Katz, 625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of September, 1997.


MARTIN V. KATZ, Incorporator

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

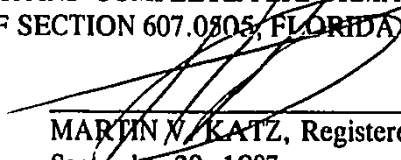
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT SRPEC MEDICARE CORP., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 825 SOUTH US 1, SUITE 100, JUPITER, FLORIDA 33477, HAS NAMED MARTIN V. KATZ, LOCATED AT 625 N. FLAGLER DRIVE, 9TH FLOOR, WEST PALM BEACH, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



MARTIN V. KATZ, Incorporated
September 29, 1997
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0805, FLORIDA STATUTES.



MARTIN V. KATZ, Registered Agent
September 29, 1997
(Date)