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VALIDATION ONLY

Maggiore 10/06/97

Rossano-Torrent et al

2223 Coral Way

Miami, FL 33145

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CORPORATION(S) NAME

Atlantic health care management
company, Inc.

Empire Toll Free: 1-800-432-3028

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ARTICLES OF INCORPORATION
OF
ATLANTIC HEALTH CARE MANAGEMENT COMPANY, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name of the Corporation is: ATLANTIC HEALTH CARE MANAGEMENT COMPANY, INC. The street address of the initial principal office of the corporation is: 7060 S.W. 8 St., Miami, Florida. The mailing address of the Corporation, if different from the principal office, is: N/A.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Shares. The aggregate number of shares which the Corporation is authorized to issue is One Hundred (100) shares of

common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is: 7060 S.W. 8 Street, Miami, Florida, and the name of its initial Registered Agent at that address is JON H. STEINMEYER.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is: one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

<u>NAME(S)</u>	<u>ADDRESS(ES)</u>
JON H. STEINMEYER	7060 S.W. 8 St. Miami, Fl.

Article 7. Incorporators. The name and address of each Incorporator is as follows:

<u>NAME(S)</u>	<u>ADDRESS(ES)</u>
JON H. STEINMEYER	7060 S.W. 8 St. Miami, Fl.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred

upon the shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned Incorporator(s) have executed these Articles of Incorporation on the 21st day of October, 1997.



JON H. STEINMEYER, Incorporator

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Jon H. Steinmeyer, Registered Agent

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