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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

AME: PROMED OF SWEETWATER, INC.

AUDIT NUMBER.....H97000018204

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

CERT. OF STATUS..0

PAGES.....4

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ARTICLES OF INCORPORATION

OF

PROMED OF SWEETWATER, INC.

ARTICLE 1. CORPORATE NAME.

The name of this corporation is PROMED OF SWEETWATER, INC.

ARTICLE 2. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 15 S.W. 107 Avenue, Miami, Florida 33174

ARTICLE 3. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 \$ 1.00 par value common shares.

ARTICLE 4. INITIAL REGISTERED AGENT AND OFFICE.

The name of the initial registered agent and the address of the initial registered office is: BERTHA PALMIERI 15 S.W. 107 Avenue, Miami, Florida 33174.

ARTICLE 5. DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and addresses are as follows:

BERTHA PALMIERI 15 S.W. 107 Avenue, Miami, Florida 33174

ARTICLE 6. INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are:

IRA B. PRICE, ESQ.
9100 S. DADELAND BLVD. PH 1 #1701
MIAMI, FL 33156
(305) 670.3030 / FBN0. 02168779.

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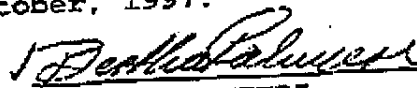
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BERTHA PALMIERI 15 S.W. 107 Avenue, Miami, Florida 33174

ARTICLE 7. INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

The undersigned incorporator has executed these Articles of Incorporation this 31st day of October, 1997.



BERTHA PALMIERI

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above corporation, I 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.

October 31, 1997



BERTHA PALMIERI
15 S.W. 107 Avenue
Miami, Florida 33174

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