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FROM: BROAD AND CASSEL  
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NAME: BARON HEALTH CARE SERVICES OF AMERICA, INC.

AUDIT NUMBER.....H98000000596

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

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....0

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2098-618

B. REGISTER JAN 12 1998

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98 JAN 12 AM 8:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BARON HEALTH CARE SERVICES OF AMERICA, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this Corporation shall be: **BARON HEALTH CARE SERVICES OF AMERICA, INC.**, 20423 State Road 7, Suite 277, Boca Raton, FL, 33498, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE II**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Twenty Thousand (20,000), consisting of Ten Thousand (10,000) shares of Voting Common Stock with a par value of One Cent (\$.01) per share (the "Voting Common Stock"), and Ten Thousand (10,000) shares of Non-Voting Common Stock with a par value of One Cent (\$.01) per share (the "Non-Voting Common Stock"), (Voting Common Stock and Non-Voting Common Stock being hereinafter referred to collectively as "Common Stock"). Notwithstanding the foregoing, when used herein the term "stockholder" shall refer only to the owners of the Voting Common Stock."

Jodi B. Laurence, Esquire  
Florida Bar Number 0860689  
Broad and Cassel  
7777 Glades Road  
Suite 300  
Boca Raton, Florida 33434  
Telephone: (561) 483-7000  
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The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

Except as otherwise provided herein, all of the shares of Voting Common Stock and Non-Voting Common Stock will be identical in all respects and will entitle the holders thereof to the same rights and privileges.

1. Voting. The holders of the Voting Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. Except as otherwise expressly required under the laws of the State of Florida, holders of shares of Non-Voting Common Stock shall have no right to vote on any matter submitted to a vote of the stockholders of the Corporation and the consent of the holders of shares of Non-Voting Common Stock shall not be required for any action.

2. Dividends, Distributions, Stock Splits, etc. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the stockholders. Holders of shares of Voting Common Stock and shares of Non-Voting Common Stock shall be entitled to share equally on a share-for-share basis in all dividends payable on Common Stock, when, as, and if declared by the directors of the Corporation, whether payable in cash, property or securities of the Corporation; provided, however, that if dividends are declared on Common Stock in shares of Common Stock, then dividends shall be declared which are payable at the same rate on each type of Common Stock and the dividends on the shares of Voting Common Stock shall be payable only in shares of Voting Common Stock and the dividends on the shares of Non-Voting Common Stock shall be payable only in shares of Non-Voting Common Stock. If at any time the Corporation determines to make any other distribution to holders of shares of Common Stock or determines to offer to repurchase or otherwise acquire any shares of Common Stock, any such distribution or offer to repurchase or otherwise acquire any shares of Common Stock shall be made on a share-for-share basis or pro rata based on the total number of shares of Common Stock outstanding, as the case may be.

Notwithstanding the foregoing provisions, the Corporation shall not declare a dividend payable on Common Stock and securities convertible into shares of Common Stock unless the securities so distributed to holders of shares of Voting Common Stock are convertible into shares of Voting Common Stock and the securities so distributed to holders of shares of Non-Voting Common Stock are convertible into shares of Non-Voting Common Stock and all other terms and provisions of the securities so distributed are identical in all respects. If at any time the Corporation

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in any manner subdivides splits or combines the outstanding shares of one type of Common Stock, the outstanding shares of the other type of Common Stock shall be proportionately subdivided, split or combined.

3. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to the holders thereof.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

#### ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this Corporation is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434. The initial registered agent at that address is Jodi B. Laurence, Esq.

#### ARTICLE VI

The Corporation shall have one (1) director initially. The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until his successor is duly elected and qualified, are:

NAME	ADDRESS
Kevin Roseff	20423 State Road 7, Suite 277 Boca Raton, FL 33498

#### ARTICLE VII

The name and address of the incorporator is: Jodi B. Laurence, Esq., 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

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Fax Audit Number: H98000000596 0**ARTICLE VIII**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**ARTICLE IX**

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

**ARTICLE X**

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 9th day of January, 1998.

  
Jodi B. Laurence, IncorporatorFax Audit Number: H98000000596 0

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

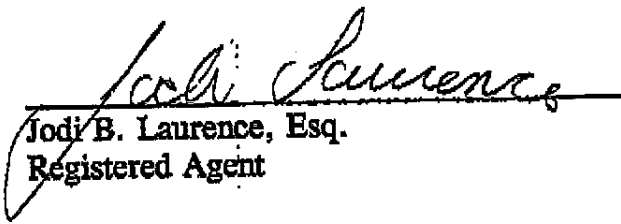
In compliance with the laws of the State of Florida, the following is submitted:

First - That BARON HEALTH CARE SERVICES OF AMERICA, INC.,  
desiring to organize under the laws of the State of Florida, has designated Jodi B.  
Laurence, Esq., 7777 Glades Road, Suite 300, Boca Raton, Florida 33434 as the  
place of business for the service of process within this state.

Second -- That the above Corporation has named Jodi B. Laurence as its  
statutory registered agent.

Having been named the statutory agent of the above Corporation at the place  
designated in this Certificate, I hereby accept the same and agree to act in this  
capacity, and agree to comply with the provisions of Florida law relative to keeping  
the registered office open.

Dated this 9th day of January, 1998.

  
Jodi B. Laurence, Esq.  
Registered Agent

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**FILED**  
98 JAN 12 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA