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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SOUTH EASTERN HEALTH MANAGEMENT ASSOCIATES,

AUDIT NUMBER.....H98000003735

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

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
SOUTH EASTERN HEALTH MANAGEMENT ASSOCIATES, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida (particularly the Florida Business Corporation Act) hereby certifies that:

ARTICLE I. CORPORATE NAME.

The name of this corporation is SOUTH EASTERN HEALTH MANAGEMENT ASSOCIATES, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 600 West 20 Street, Hialeah, Florida 33010. This corporation, however, may from time to time move the principal office to any other address in Florida and shall have the right and power to transact business and establish offices within and without the State of Florida as may be necessary or convenient.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand shares of one dollar (\$1.00) par value each, and all said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and Regulations thereunder.

Prepared by -
Bernard P. Coniff, Esq.
600 West 20 Street
Hialeah, Florida 33010
(305) 863-8860, Ext 206
Fl. Bar NO. 449301

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ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Wilfred Braceras, 600 West 20 Street, Hialeah, Florida 33010.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator of these articles of incorporation are Wilfred Braceras, 600 West 20 Street, Hialeah, Florida 33010.

ARTICLE VI. BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased through by-laws adopted by the shareholders, but shall never be less than one. Said Board of Directors shall exercise on behalf of the corporation all powers granted to corporations by the Florida Business Corporation Act.

ARTICLE VII. PURPOSE

The general nature of the business to be conducted and carried on by this corporation will be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE VIII. DURATION

The corporation is to have perpetual existence.

The undersigned has executed these articles of incorporation on February 23, 1998.

Wilfred Braceras
Wilfred Braceras, Incorporator

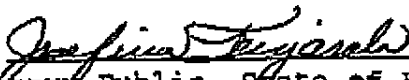
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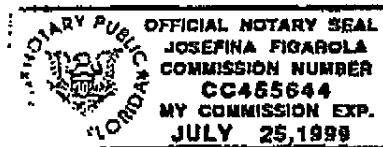
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Wilfred Braceras, known to me to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the foregoing in the capacity and for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of Office this 22 day of February, 1998.


Notary Public, State of Florida

My Commission Expires:



This document prepared by:
Bernard P. Coniff, Esq.
600 West 20 Street
Hialeah, Florida 33010
(305) 863-8860, Ext. 206
(Fl. Bar No. 449301)

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ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby attest that I am familiar with, and accept the obligations of that position and agree to act and comply with the provisions of the Florida Statutes relating to the performance of said duties.

Wilfred Braceras

Wilfred Braceras
Registered Agent

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