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MOSKOWITZ, MANDELL & SALIM, P.A.

800 CORPORATE DRIVE - SUITE 510
FORT LAUDERDALE, FLORIDA 33334

MICHAEL W. MOSKOWITZ*
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GREG H. ROSENTHAL
SCOTT M. ZASLAV*

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OF COUNSEL
STACY J. RITTER, CHARTERED
SHIRLEY D. WEISMAN, P.A.
MONICA I. SALIS, P.A.

March 17, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/26/98--01070--008
***122.50 ***122.50

Re: ALLIANCE HEALTH CARE SERVICES, INC.

Dear Sir:

Enclosed please find the original and one (1) copy of Articles of Incorporation for the above referenced corporation together with this firm's check in the amount of \$122.50 representing payment for incorporation. Also enclosed please find a self-addressed stamped envelope for the return of a certified copy of the Articles.

Very truly yours,

MOSKOWITZ, MANDELL & SALIM, P.A.

BY:

MICHAEL W. MOSKOWITZ

MWM/dkd

Enclosure(s)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ALLIANCE HEALTH CARE SERVICES, INC.
A Florida Corporation

The undersigned incorporator, for the purpose of forming a corporation pursuant to the laws of the State of Florida, Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is ALLIANCE HEALTH CARE SERVICES, INC., a Florida corporation.

ARTICLE II - MAILING ADDRESS

The Corporation's mailing address is: 1650 S. Dixie Highway, Suite 1A-D, Boca Raton, Florida 33432.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The purposes for which the Corporation is organized is to transact any or all lawful business for which corporations may be organized under Florida Statutes, Section 607.

ARTICLE V - CAPITAL STOCK

The Corporation shall have the authority to issue one class of stock only. The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock. Each share shall have a par value of \$1.00.

ARTICLE VI - PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights granted to the shareholders upon the sale of any stock by any shareholder or the issuance of any stock by the Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE VII - REGISTERED AGENT

The street address of the initial registered office of the Corporation is 800 Corporate Drive, Suite 510, Fort Lauderdale, Florida 33334. The initial Registered Agent at such address is Michael W. Moskowitz, Esquire.

ARTICLE VIII - DIRECTORS

1. The property, business and affairs of the Corporation shall be managed by a Board which shall consist of not less than one (1) director. The Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board shall consist of two (2) directors. Directors are not required to be shareholders of the Corporation.

2. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The initial Board of Directors shall consist of two (2) Directors. The names and addresses of the initial Directors are as follows: Sally Hemlepp, 1640 S. Dixie Highway, Suite 1A-D, Boca Raton, FL 33432 and Mr. Arthur Snyder, 1640 S. Dixie Highway, Suite 1A-D, Boca Raton, FL 33432.

ARTICLE IX - INCORPORATOR

The name and street address of the Incorporator is: Michael W. Moskowitz, Esquire, 800 Corporate Drive, Suite 510, Fort Lauderdale, Florida 33334.

ARTICLE X - OFFICERS

The officers of the Corporation shall be a president, vice president, secretary, treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. Any person may hold more than one office.

ARTICLE XI - INDEMNIFICATION

1. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful

misfeasance or malfeasance in the performance of his duties to the Corporation unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized herein.

4. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

5. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XII - BYLAWS

The first Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and/or the shareholders in the manner provided by the Bylaws.

ARTICLE XIII - AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner, except as otherwise provided by law:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if shares have been issued, directing that it be submitted to a vote at a meeting of the shareholders, which may be either the annual or a special meeting. If no shares have been issued, the amendment shall be adopted by a vote of the majority of the Directors and the provisions for adoption by shareholders shall not apply.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each shareholder of record entitled to vote thereon within the time and in the manner provided by Florida Statutes, Section 607, for the giving of notice of meetings of shareholders. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the shareholders entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

4. Any number of amendments may be submitted to the shareholders and voted upon by them at any one meeting.

5. If all of the directors and all of the shareholders of the Corporation eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though the requirements set forth above had been satisfied.

6. The shareholders may amend the Articles of Incorporation without an act of the directors at a meeting for which notice of the changes to be made is given.

7. Articles of Amendment shall be prepared and shall be executed by the Corporation by its President or Vice President and by its Secretary or an assistant secretary, and acknowledged by one of the officers signing such Articles, and shall set forth:

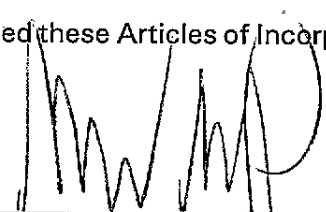
- A. The name of the Corporation.
- B. The amendment so adopted.
- C. The date of the adoption of the amendment by the shareholders or by the Board of Directors when no shares have been issued.
- D. If such amendment provides for an exchange, reclassification, or cancellation of issued shares, and if the manner in which the same shall be affected is not set forth within the amendment, then a statement of the manner in which the same shall be affected.

8. If the amendment is made by the Incorporator or Director(s) before the issuance of any shares, the Articles of Amendment shall be executed by the Incorporator or Director(s), as the case may be, and shall set forth:

- A. The name of the Corporation.
- B. The amendment so adopted and the date of the adoption.
- C. A statement that the amendment is made by the Incorporator or Director(s) before the issuance of any shares.

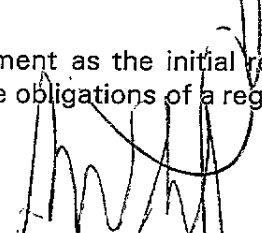
9. The Articles of Amendment shall be delivered to the Department of State of the State of Florida. Upon the filing of the Articles of Amendment by the Department of State, the amendment shall become effective and the Articles of Incorporation shall be deemed to be amended accordingly.

WHEREFORE, the Incorporator has executed these Articles of Incorporation on this 24th day of March, 1998.



Michael W. Moskowitz, As Incorporator

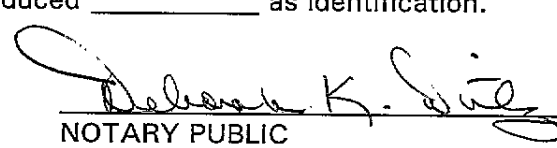
I, Michael W. Moskowitz, accept appointment as the initial registered agent of the Corporation and I am familiar with, and accept, the obligations of a registered agent provided for in Sections 607.325 of the Florida Statutes.



Michael W. Moskowitz, as Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 24th day of March, 1998, by Michael W. Moskowitz, as Incorporator and as Initial Registered Agent. He is (X) personally known to me or () has produced _____ as identification.



NOTARY PUBLIC

My commission expires

(Notary Seal)

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