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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

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NAME: MEDLIFE HEALTH CARE OF HIALEAH, INC.

AUDIT NUMBER.....H98000007750

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

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MEDLIFE HEALTH CARE OF HIALEAH, INC.

ARTICLES OF INCORPORATION

The undersigned, desiring to incorporate a corporation under and in accordance with the provisions of the Florida Business Corporation Act, does hereby certify:

1. The name of the Corporation is:

MEDLIFE HEALTH CARE OF HIALEAH, INC.

2. The principal office address of the Corporation is: 7821 Coral Way, Suite 131, Miami, Florida 33155

3. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Five Thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) each.

4. There shall be no preemptive rights with respect to any shares of stock of the Corporation.

5. The initial registered office of the Corporation shall be located at 7821 Coral Way, Suite 131, Miami, Florida 33155, and the initial Registered Agent shall be Oscar B. Espinal.

6. The name and address of the sole incorporator hereof is:

Name

Address

Oscar B. Espinal

7821 Coral Way, Suite 131,
Miami, Florida 33155

Paul M. Cummings, Esq.
1101 Brickell Avenue
Suite 1400
Miami, Florida 33131
Florida Bar No. 161271

(305) 371-3700

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7. The initial Board of Directors shall be comprised of two (2) members. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The name and address of the initial Directors are:

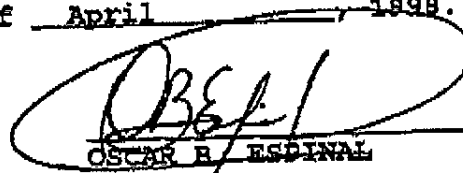
Name	Address
<u>Oscar B. Espinal</u>	<u>7821 Coral Way, Suite 131</u> <u>Miami, Florida 33155</u>
<u>Zonia Espinal</u>	<u>7821 Coral Way, Suite 131</u> <u>Miami, Florida 33155</u>

8. The general nature of the business to be transacted by the Corporation shall be to engage in and to do any lawful act permitted under the laws of the United States of America and of the State of Florida.

9. The term for which the Corporation is to exist is perpetual.


10. The formation of the Corporation shall be effective as of the date hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 23 day of April, 1998.

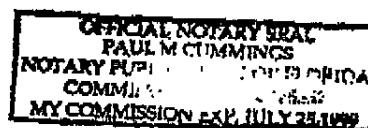

OSCAR B. ESPINAL

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23rd day of April, 1998, by OSCAR B. ESPINAL who, is personally known to me or who has produced Paul as identification and who did take an oath.


NOTARY PUBLIC

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That NEDLIFE HEALTH CARE OF HIALEAH, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade State of Florida, has named OSCAR B. ESPINAL located at 7821 Coral Way, Suite 131, Miami, Florida 33155, as its agents to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keep open said office.

By: 

OSCAR B. ESPINAL
(Resident Agent)

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