



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 803523 80978A

AUTHORIZATION :

COST LIMIT : \$ 70.000

Patricia Pizant

ORDER DATE : May 1, 1998

ORDER TIME : 11:11 AM

ORDER NO. : 803523-005

CUSTOMER NO: 80978A

800002507808--2

CUSTOMER: Allen J. Rapoport, Esq
RAPOPORT & TRIAY

Suite 1110
999 Ponce De Leon Boulevard
Coral Gables, FL 33134

DOMESTIC FILING

NAME: HEALTHCARE SERVICES OF
AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -1 PM 2:12

RECEIVED
98 MAY -1 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32309
[Signature]

EFFECTIVE DATE

4/30/98

ARTICLES OF INCORPORATION

OF

Healthcare Services of America, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I
NAME

The name of this corporation shall be:

Healthcare Services of America, Inc.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and the object and purpose proposed to be transacted and carried on are to engage and do any and all activities or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of each stock shall be as follows:

1. One Thousand (1,000) shares of common stock with a nominal or par value of ONE (\$1.00) DOLLAR per share.
2. The Board of Directors of this corporation, is hereby authorized within its exclusive discretion by majority vote to establish such limitations or restrictions on or divisions of the

aforesaid stock, as it deems appropriate and is otherwise permissible by law without having to amend these Articles.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V
COMMENCEMENT AND EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law and said corporation's existence shall commence on the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE VI
ADDRESS

The initial street address of said corporation shall be: 999 Ponce de Leon Blvd., Suite 1110, Coral Gables, FL 33134, with the privilege of having its office and branch offices at other places within or without the State of Florida.

ARTICLE VII
NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than one (1), nor more than ten (10). The Corporation shall initially have one (1) Directors.

ARTICLE VIII
MANAGEMENT

The Corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the stockholders.

If the Corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) Director. At no time shall the Corporation otherwise be managed by the stockholders unless there is only one (1) stockholder.

ARTICLE IX INITIAL DIRECTOR

The names and addresses of the first Board of Directors of this Corporation, who shall hold office for the first year or until their successors are elected shall be:

NAMES

Allen J. Rapoport

ADDRESSES

999 Ponce de Leon Blvd.
Suite 1110
Coral Gables, FL 33134

ARTICLE X SUBSCRIBER

The name and post office address of the subscriber and incorporator is:

NAMES

Allen J. Rapoport

ADDRESSES

999 Ponce de Leon Blvd.
Suite 1110
Coral Gables, FL 33134

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI AMENDMENT AND INDEMNIFICATION

These Articles may be amended, provided every Amendment is approved by a majority of the Board of Directors and Stockholders.

The Corporation shall indemnify as Directors or officers, or subscribers, or who, at the request of the Board of Directors or Stockholders of the corporation in which the Corporation at such time may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, by reason of being or having been Directors or officers of the Corporation, or of such other Corporation, except in relation to matters as to which any such Directors or officers shall be adjudged in any action, suit, or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights, to which the indemnification may be entitled under any law or bylaw, agreement, vote of stockholders or otherwise.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its members, and upon the dividends due them for any indebtedness to the Corporation for such members of the Corporation.

ARTICLE XII ADDITIONAL POWERS

The Corporation shall have the further right and power to from time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this Corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting

any account book or document of this Corporation, except as conferred by Statute, unless authorized by a resolution of the stockholders or Board of Directors.

The Corporation may in its bylaws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

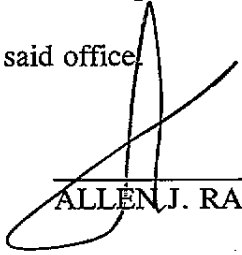
Both Stockholders and Directors shall have power, if the bylaws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

ARTICLE XIII
REGISTERED AGENT

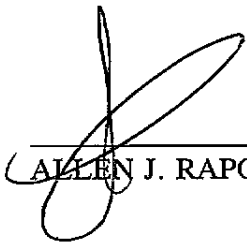
The Registered Agent to accept service of process within this State for said corporation shall be ALLEN J. RAPOPORT. The registered office is located at 999 Ponce de Leon Blvd., Suite 1110, Coral Gables, FL 33134.

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



ALLEN J. RAPOPORT

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named and the Incorporator, for the purposes of forming a Corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 30th day of April, 1998.



ALLEN J. RAPOPORT

FILED
SECRETARY OF STATE
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98 MAY -1 PM 2:12