YXXX1653

THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 072100000032

REFERENCE: 829123 6179A

AUTHORIZATION :

ORDER DATE: May 22, 1998

ORDER TIME: 10:0 AM

ORDER NO. : 829123-005

CUSTOMER NO: 6179A

CUSTOMER: Henry Handler, Esq

WEISS & HANDLER, P.A.

2255 Glades Road 500002534246-

Boca Raton, FL 33431-7383

DOMESTIC FILING

ST. LUCIE HEALTH GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

OIVISION OF CORPORATIONS

98 MAY 22 AM 8: 37

ARTICLES OF INCORPORATION

OF

ST. LUCIE HEALTH GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ST. LUCIE HEALTH GROUP, INC.

The address of the principal office of this corporation shall be Suite 218A, One Boca Place, 2255 Glades Road, Boca Raton, Florida 33433, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Henry B. Handler Dir.

Suite 218A, One Boca Place, 2255 Glades Road, Boca Raton, Florida 33433

Jon Steiner Dir. Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of
the corporation who shall hold office for the first year
of the corporation, or until their successors are elected
or appointed are:

Henry B. Handler President Suite 218A, One Boca Place, 2255 Glades Road, Boca Raton, Florida 33433

Jon Steiner

Same

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

DIVISION OF CORPORATIONS

98 MAY 22 AM 8:37

IN WITNESS WHEREOF, the undersigned agent of 19837 Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 22, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

ACG/tlo