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NAME: CAMBRIDGE MEDICAL HOLDINGS, INC.

AUDIT NUMBER.....H98000010035

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1998

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SUBJECT: CAMBRIDGE MEDICAL HOLDINGS, INC.
REF: W98000012286

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ARTICLES OF INCORPORATION

OF

CAMBRIDGE MEDICAL HOLDINGS, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the Corporation) is CAMBRIDGE MEDICAL HOLDINGS, INC.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purposes for which the corporation is initially organized, which shall continue to be the purposes of the Corporation until and unless the same shall be amended pursuant to the provisions of the Florida Business Corporation Act, shall be the development, ownership, and operation of medical centers and the transaction of any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 125,000, all of which are of no par value, are of the same class, and are to be common shares.

FIFTH: Every shareholder of the Corporation shall have the right to acquire any unissued or treasury shares of the Corporation convertible into or carrying a right to subscribe to or acquire shares, to the extent of his pro rata interest at the price and upon the terms at which such shares or securities may be offered to others.

SIXTH: The name and address of the initial registered agent of the Corporation in the State of Florida is:

NAME

Jay Koenigsberg, Esq

ADDRESS

1101 Brickell Avenue
Suite 800-South
Miami, Florida 33131

THIS INSTRUMENT PREPARED BY:
JAY KOENIGSBERG, ESQUIRE
JAY KOENIGSBERG, P.A.
1101 Brickell Avenue, Suite 800-South
Miami, Florida 33131
305-569-0600
FAX. 435740

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SEVENTH: The initial principal office of the Corporation is: 3501 West Drive, Deerfield Beach, Florida 33442.

EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is 5 which may be increased by the bylaws.

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Barry Chapnick	3501 West Drive Deerfield Beach, Florida 33442
Christopher Hall	3501 West Drive Deerfield Beach, Florida 33442
David Boies, III	3501 West Drive Deerfield Beach, Florida 33442
David Ozner	3501 West Drive Deerfield Beach, Florida 33442
Sharon Duker	3501 West Drive Deerfield Beach, Florida 33442

NINTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Barry E. Chapnick	3501 West Drive Deerfield Beach, Florida 33442

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ELEVENTH: The corporate existence of the Corporation shall

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commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same.

TWELFTH: In all elections of directors of this corporation, each shareholder of record shall be entitled to as many votes as shall equal the number of votes which, except for this provision as to cumulative voting, he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

THIRTEENTH: The Corporation shall not, without the approval of 2/3 of the then outstanding shares:

- (a) Amend the provisions of the Articles of Incorporation;
- (b) Merge or consolidate the Corporation with or into any other entity or sell, lease or otherwise dispose of 20% or more of the property or assets of the Corporation;
- (c) Issue any shares or establish the terms or conditions of such issuance;
- (d) Increase or decrease the number of directors;
- (e) Dissolve the Corporation.

Signed on May , 1998


Barry E. Chapnick
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

On this 27th day of May, 1998, before me, a Notary Public in and for the state and county aforesaid, personally appeared Barry E. Chapnick, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of Cambridge Holdings, Inc. and who duly acknowledged to me that he signed said Articles of Incorporation as the incorporator of said Corporation.

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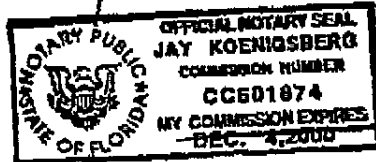
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Witness my hand and seal of office on the day and year aforesaid.

Notary Public State
of Florida at Large

[Notarial Seal]

My Commission Expires:



Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

Jay Koenigsberg

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TALLAHASSEE FLORIDA

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