CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SECRETARY OF STATE ASSOLUTE CORPORATIONS

98 JUL 29 PM 1:42

1000026015015 -07/23/38-5010\$\$007 -*****428.75
--

Slendale HealthCare medical	-07/29/98-501055-007 *****428.75 *****131.25
Equity Corporation	EFFECTIVE DATE 07-28-98
The state of the s	Art of Inc. File
Signature	Fictitious Owner Search Vehicle Search
	Driving Record
Requested by: 7-29.97 /1.00	UCC 1 or 3 File
Name Date Time	UCC 11 Search
Walk-In Will Pick Up	UCC 11 Retrieval 120-98
	1



ARTICLES OF INCORPORATION OF 98 JUL 29 PM 1: 42 GLENDALE HEALTHCARE MEDICAL EQUITY CORPORATION

ARTICLE I - NAME

The name of this corporation is Glendale Healthcare Medical Equity Corporation (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation, which is also the mailing address of the Corporation, is located at the following address:

3801 PGA Boulevard, Suite 1000 Palm Beach Gardens, FL 33410

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on July 28, 1998.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$0.001 par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Lawrence B. Juran, P.A. 3801 PGA Boulevard, Suite 1000 Palm Beach Gardens, FL 33410

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Patrick J. DiSalvo 3801 PGA Boulevard, Suite 1000 Palm Beach Gardens, FL 33410

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

NAME

ADDRESS

Bruce A. Rendina

3801 PGA Boulevard, Suite 1000 Palm Beach Gardens, FL 33410

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of July, 1998.

Patrick J. DiSalvo

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 28th day of July, 1998.

LAWRENCE . JURAN, P.A.

1 - 1

awrence B. Juran/President