

7/28/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SEQUOIA HEALTHCARE GROUP, INC.
AUDIT NUMBER.....H98000013969

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

CERT. OF STATUS..0

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1998

EMPIRE

SUBJECT: SEQUOIA HEALTHCARE GROUP, INC.
REF: W98000017168

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight
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FAX Aud. #: H98000013969
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**ARTICLES OF INCORPORATION
OF
SEQUOIA HEALTHCARE GROUP, INC.**

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98 JUL 29 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of the Corporation shall be SEQUOIA HEALTHCARE GROUP, INC.

ARTICLE II

PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

STOCK

This Corporation is authorized to issue 500 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS

The street address of the Initial Registered Office of this Corporation and of its principal office is 2151 Le Jeune Road, Mezzanine, Coral Gables, Florida 33134, and the name of the initial Registered Agent of this Corporation at that address is MICHAEL GENNETT. The mailing address is the same.

ARTICLE V

INITIAL BOARD OF DIRECTORS

MICHAEL GENNETT, ESQ.
WILSON & SUAREZ
2151 LEJEUNE ROAD, MEZZANINE
CORAL GABLES, FL 33134-4200
FBN. 0097871 (305)446-7300

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This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the ByLaws but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

NAME	ADDRESS
Rene Velez	9430 S.W. 53rd Street Miami, Florida 33165

ARTICLE VI

INCORPORATOR

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

Rene Velez	9430 S.W. 53rd Street Miami, Florida 33165
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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

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

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


 RENE VELEZ

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared RENE VELEZ, personally known by me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the Country and State named above, this
28th day of July, 1998.



 Notary Public, State of Florida at Large

My commission expires:

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above Corporation at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.


 MICHAEL GENNETT

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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