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July 28, 1998

TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

000002603070--0
-07/30/98--01078--007
*****78.75 *****78.75

Subject: DEERFIELD THERAPEUTIC SERVICES INC

Enclosed is an original and one copy of the article of incorporation and a check for \$78.75 covering filing fee & certificate

FROM ALLEN FALK
5970 SW 18TH STREET
BOCA RATON, FLORIDA 33433
TELEPHONE 1 888 599 9663

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/18/3/98

ARTICLES OF INCORPORATION
OF

DEERFIELD THERAPEUTIC SERVICES INC

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be . Deerfield Therapeutic Services Inc
and the initial address of this corporation shall be 947 South Federal Highway
Deerfield Beach, FLORIDA
33441

ARTICLE II

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

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

<u>Number of shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share Stock</u>	<u>Class of</u>
100	\$1.00	Common

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The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 947 South Federal Highway, Deerfield Beach, FLORIDA 33441 with the privilege of having its office and branch offices at the other places within or without the State of Florida. The initial registered agent at that address shall be

ARTICLE VI

This corporation shall have one director initially. The name and street address of the initial director who shall hold office for the first year of the corporation, or until her successor is elected or appointed is:

DAVID J KIDD
947 S. Federal Highway
Deerfield Beach, FLORIDA 33441

ARTICLE VII

The corporation shall have one officer initially. The name and street address of the initial officer who shall hold office for the first year of the corporation, or until her successor is elected or appointed is:

DAVID J KIDD
947 S. Federal Highway
Deerfield Beach, FLORIDA 33441

ARTICLE VIII

The name and address of the incorporator is

DAVID J KIDD
947 S. Federal Highway
Deerfield Beach, FL. 33441

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.

x David J. Kidd

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that Deerfield Therapeutic Services Inc
the State of Florida, has named, DAVID KIDD
desiring to organize under the laws of
its statutory Registered Agent.

Having been named the statutory Registered Agent of the above
corporation at the place designated in this certificate, I hereby accept the
same and agree to act in this capacity, and agree to comply with the
provisions of Florida law relative to keeping the registered office open, and
I accept the obligations of section 607.325 F.S.

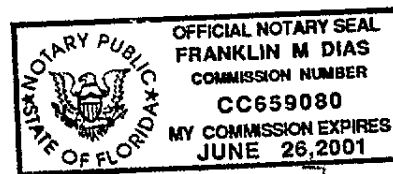
X David J Kidd
DAVID J KIDD
Registered Agent

Dated: This 28 day of July, 1998

The foregoing instrument was acknowledged before me this 28
day of JULY, 1998 by DAVID KIDD, who is
personally known to me or has produced _____ as
identification and who did/did not take an oath.

Franklin M Dias
NOTARY PUBLIC

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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