CAPITAL CONNECTION, INC.

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

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SECRETARY OF STATE

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Signature Requested by:			

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ARTICLES OF INCORPORATION OF PARK PLAZA (HOUSTON) MEDICAL EQUITY CORPORATION SECRETARY OF STATE OF CORPORATIONS OF PARK PLAZA (HOUSTON) MEDICAL EQUITY CORPORATION

ARTICLE I - NAME

The name of this corporation is Park Plaza (Houston) 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:

222 Lakeview Avenue, 17th Floor West Palm Beach, FL 33401 effective date 08-28-98

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The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.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

Regserv Corp. 222 Lakeview Avenue, 17th Floor West Palm Beach, FL 33401

ARTICLE IX - INCORPORATOR

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

Patrick J. DiSalvo 222 Lakeview Avenue, 17th Floor West Palm Beach, FL 33401

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 222 Lakeview Avenue, 17th Floor West Palm Beach, FL 33401

<u>ARTICLE XI - AMENDMENT</u>

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 August, 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 August, 1998.

REGSERV CORP.

Mark Nussbaum Vice Presiden

DIVISION OF CORPORATIONS