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October 14, 1998

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporation  
Fictitious Name Section  
409 East Gains Street  
Tallahassee, Florida 32399

500002664665--8  
-10/15/98--01068--007  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Formation of Allstar Care of Broward, Inc.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation ("Articles") and Certificate of Registered Agent and Registered Office ("Certificate") for Allstar Care of Broward, Inc. Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 for payment of the following:

Certificate of Incorporation	
Filing fee	\$ 35.00
Certified copy of the Certificate of Incorporation	52.50
Registered Agent's fee	<u>35.00</u>
Total	<u>\$122.50</u>

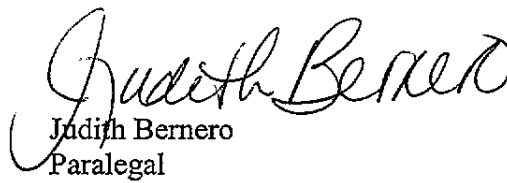
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 15 AM 8:35

After the Articles and Certificate are filed, please forward the certified copy of the Articles and Certificate to our office in the enclosed addressed stamped return envelope as soon as possible.

Please do not hesitate to contact me should you have any questions or comments.

Sincerely yours,

BROAD AND CASSEL

  
Judith Bernero  
Paralegal

JB:

Enclosures

cc: Erkys Bilbao  
Gabriel L. Imperato, P.A.  
Michael Manthei, Esq.

**BROAD AND CASSEL**

**ARTICLES OF INCORPORATION  
OF  
ALLSTAR CARE OF BROWARD, INC.**

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The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is ALLSTAR CARE OF BROWARD, INC. (the "Corporation").

**ARTICLE II**

The street address of the initial principal office and mailing address of the Corporation is 10315 U.S.A. Today Way, Suite 100, Miramar, Florida 33025.

**ARTICLE III**

The Corporation is authorized to issue 500 shares of common stock of \$1.00 par value per share.

**ARTICLE IV**

The street address of the initial registered office of the Corporation is: 10315 U.S.A. Today Way, Suite 100, Miramar, Florida 33025 and the registered agent at that address is: Erkys M. Bilbao.

**ARTICLE V**

The name and address of the incorporator of the Corporation is: Erkys M. Bilbao, 10315 U.S.A. Today Way, Suite 100, Miramar, Florida 33025.

**ARTICLE VI**

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE VII

The Corporation expressly elects not to be governed by either Section 607.0901 or 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of October, 1998.

  
\_\_\_\_\_  
ERKYS M. BILBAO, INCORPORATOR

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
ERKYS M. BILBAO

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