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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: HUNTLEIGH HEALTHCARE LATIN AMERICA, INC.

AUDIT NUMBER.....H98000019759

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

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HUNTLEIGH HEALTHCARE LATIN AMERICA, INC.

The undersigned incorporator for the purpose of forming a corporation, pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be:

HUNTLEIGH HEALTHCARE LATIN AMERICA, INC.

ARTICLE II - INCORPORATION

This Corporation shall be in existence as of the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III - MAILING ADDRESS AND PRINCIPAL OFFICE

The initial principal office, and the mailing address of the Corporation shall be:

c/o Perlman & Associate, P.A.
799 Brickell Plaza
Suite 900
Miami, Florida 33131

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares, with a par value of One and 00/100 Dollars (\$1.00).

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Prepared by:
George D. Perlman, Esq.
Perlman & Associate, P.A.
799 Brickell Plaza
Suite 900
Miami, Florida 33131
(305) 374-5646
Florida Bar No.: 250023

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is PERLMAN & ASSOCIATE, P.A., Suite 900, 799 Brickell Plaza, Miami, Florida 33131, and the initial registered agent of this Corporation at that address is PERLMAN & ASSOCIATE, P.A.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles is:

GEORGE D. PERLMAN, ESQUIRE
PERLMAN & ASSOCIATE, P.A.
Suite 900
799 Brickell Plaza
Miami, Florida 33131

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished, from time to time, pursuant to the By-laws, but shall never be less than one (1).

The names and addresses of the initial Directors of this Corporation are:

Joe Cristobal
c/o Perlman & Associate, P.A.
Suite 900
799 Brickell Plaza
Miami, Florida 33131

Dermot Patterson
c/o Perlman & Associate, P.A.
Suite 900
799 Brickell Plaza
Miami, Florida 33131

ARTICLE VIII - MANAGEMENT

The Corporation shall be managed by a Board of Directors, unless the Shareholders shall, by a majority vote hereafter,

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determine that the Corporation shall be managed by the Shareholders.

ARTICLE IX AMENDMENT

These Articles may be amended, provided every amendment is approved by a majority of the Board of Directors and Shareholders.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any and all persons who may serve or have served at any time as Directors or Officers, or who, at the request of the Board of Directors or Shareholders of the Corporation, may serve as directors or officers of another corporation in which the Corporation at such time may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, attorneys' fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them, or any of them, by reason of being or having been Directors or Officers of the Corporation, or of such other corporation, except to the extent prohibited under Florida law and except in relation to matters as to which any such Director or Officer shall be adjudged in any action, suit or proceeding to be liable for his own knowing violation of law or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to

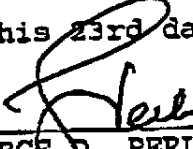
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which those indemnified may be entitled under any law, By-law, agreement, vote of Shareholders, or otherwise.

The private property of the Shareholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its Shareholders, and upon dividends due them, for any indebtedness to the Corporation of such Shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of October, 1998.



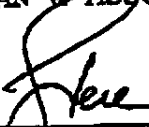
 GEORGE D. PERLMAN, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V. OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED 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 MY DUTIES AND THE UNDERSIGNED HEREBY ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Dated this 23rd day of October, 1998.

PERLMAN & ASSOCIATE, P.A.

BY: 

 GEORGE D. PERLMAN, President

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