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ACCOUNT NO. : 072100000032

REFERENCE : 113964 10943A

AUTHORIZATION :

Patricia Pijoto

COST LIMIT : \$ 70.00

ORDER DATE : January 27, 1999

ORDER TIME : 10:19 AM

ORDER NO. : 113964-005

CUSTOMER NO: 10943A

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CUSTOMER: Mark S Feluren, Esq
WALDMAN FELUREN & TRIGOBOFF,
WALDMAN FELUREN & TRIGOBOFF,
One Financial Plaza, Ste 1500

Fort Lauderdale, FL 33394

DOMESTIC FILING

NAME: INTEGRATED HEALTHCARE
STRATEGIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 27 PM 1:23

DIVISION OF CORPORATION

99 JAN 27 AM 11:24

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99 JAN 27 PM 1:23

ARTICLES OF INCORPORATION
OF

INTEGRATED HEALTHCARE STRATEGIES, INC.

The undersigned do hereby act as incorporators in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Integrated Healthcare Strategies, Inc.

SECOND: The principal office of the Corporation shall be located at 3375 Dockside Drive, Cooper City, FL 33026. The mailing address of the Corporation is 3375 Dockside Drive, Cooper City, FL 33026.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is two which may be increased by the bylaws.

The name and address of each member of the initial Board of Directors of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bruce Rappoport	3375 Dockside Drive Cooper City FL 33026
Sam Hammer	1181 N.W. 110 th Way Plantation, FL 33322

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is One Financial Plaza, Suite 1500, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the Corporation at such address is Mark S. Feluren.

SIXTH: The names and addresses of the incorporators are:

NAME

ADDRESS

Bruce Rappoport

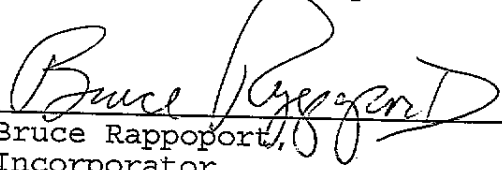
3375 Dockside Drive
Cooper City FL 33026

Sam Hammer

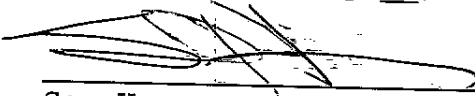
1181 N.W. 110th Way
Plantation, FL 33322

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The corporate existence of the Corporation shall commence as of the date and time upon which these Articles of Incorporation shall have been executed by the incorporators.


Bruce Rappoport,
Incorporator

Signed on January 25, 1999


Sam Hammer,
Incorporator

Signed on January 25, 1999

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



Mark S. Feluren

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