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ACCOUNT NO. : 072100000032

REFERENCE : 176980 7119162

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : March 22, 1999

ORDER TIME : 11:02 AM

ORDER NO. : 176980-005

CUSTOMER NO: 7119162

CUSTOMER: Sandra Greenblatt, Esq
SANDRA P. GREENBLATT P.A.
SANDRA P. GREENBLATT P.A.
3109 Stirling Road
Suite 101
Fort Lauderdale, FL 33312

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DOMESTIC FILING

NAME: H.C. HEALTHCARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 PM 2:26

RECEIVED
99 MAR 22 AM 11:30
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 22 PM 2: 26

ARTICLES OF INCORPORATION
OF

H. C. Healthcare, Inc.
A Florida Corporation

(Pursuant to Chapter 607, Florida Statutes)

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

1. **Name.** The name of this corporation is H. C. Healthcare, Inc. (the "Corporation"). The period of duration shall be perpetual.
2. **Purpose and Powers.** This Corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.
3. **Initial Business.** The general nature of the business proposed to be transacted initially by the Corporation is to own one or more hospitals and other health care facilities and related businesses and generally to do all acts reasonable and necessary for the furtherance of such business.
4. **Authorized Capital.** The Corporation shall have the authority to issue Ten Thousand (10,000) shares of common stock. The par value of the stock is One Cent (\$0.01) per share.
5. **Principal Place of Business.** The principal place of business of the Corporation shall be c/o Sandra P. Greenblatt, P.A., 3109 Stirling Road, Suite 101, Fort Lauderdale, FL 33312.
6. **Board of Directors.** The number of directors of the Corporation shall be fixed and may be altered from time to time as may be provided in the bylaws but in any event shall consist of no fewer than one member. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the bylaws.
7. **Indemnification of Officers and Directors and Incorporator.** The Corporation shall indemnify any director or officer or incorporator to the full extent permitted by Florida law.
8. **Registered Agent.** The name and Registered address of the Registered agent of the Corporation is:

Sandra P. Greenblatt, P.A.
3109 Stirling Road,
Suite 101
Fort Lauderdale, FL 33312

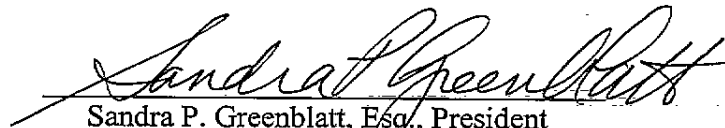
9. **Preemptive Rights Granted.** Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

10. **Reimbursement for Organizational and Certain Other Preincorporation Expenses; Adoption of Contracts.** The Corporation hereby adopts all contracts made on its behalf by the incorporator named herein. The Corporation further authorizes its directors to reimburse said incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation.

11. **Right to Amend Articles of Incorporation.** The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, except as otherwise required by Florida law, and any writing inferred upon the shareholders shall be subject to this reservation

12. **Incorporator.** The name and address of the incorporator is: Sandra P. Greenblatt, P.A., 3109 Stirling Road, Suite 101, Fort Lauderdale, FL 33312.

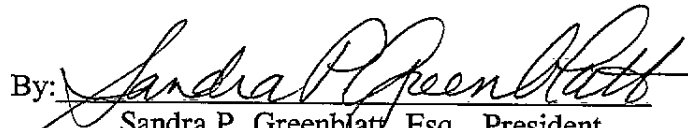
IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation this 19th day of March, 1999, intending that they be effective as the date filed with the Florida Department of State.


Sandra P. Greenblatt, Esq., President
for Sandra P. Greenblatt, P.A., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Sandra P. Greenblatt, P.A., a Florida corporation, hereby accepts its appointment as Registered Agent of H. C. Healthcare, Inc., to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this corporation in any of the courts of Florida; and affirms that its office at the address set forth in the foregoing Articles shall serve as the Registered office of the corporation.

DATE: March 19, 1999

By: 
Sandra P. Greenblatt, Esq., President
Sandra P. Greenblatt, P.A.

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