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TIMOTHY H. CRUTCHFIELD
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RACHEL A. CAMBER
JAMIE DAVILA
CHRISTOPHER J. DAWES
DENA E. FELDMAN
KEVIN R. JACKSON
ELIZABETH LAMPERT
BARBARA V. LOPEZ
GEMA PINON
JAMES J. WEBB

May 25, 1999

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Service Holding Corp.

To Whom It May Concern:

I am enclosing Articles of Incorporation of Service Holding Corp. to be filed with the Secretary of State of Florida. Please file these Articles and provide me with a Certificate of Status and Certified Copy. I am also enclosing our check in the amount of \$87.50 to cover the filing fees.

Should you require anything further please do not hesitate to give me a call. Thank you for your assistance in this matter.

Yours very truly,

Frank J. Sinagra bh

Frank J. Sinagra
FJS/bh
Enclosure:

FILED STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 27 AM 9:28

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-05/27/99--01077--005
****122.50 *****78.75

ARTICLES OF INCORPORATION

OF

SERVICE HOLDING CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 27 AM 9:28

ARTICLE I

NAME

The name of this corporation is: SERVICE HOLDING CORP., with its principal office located at 100 S.E. Third Avenue, Suite 1900, Fort Lauderdale, Florida 33394.

ARTICLE II

DURATION

This corporation shall exist in perpetuity.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 100 S.E. Third Avenue, Suite 1900, Fort Lauderdale, Florida 33394, and the name of the initial registered agent of this corporation at that address is: Frank J. Sinagra, Esquire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are: Mark S. Feldman, M.D., c/o Haley, Sinagra & Perez, P.A., 100 S.E. Third Avenue, Suite 1900, Fort Lauderdale, Florida 33394.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Mark S. Feldman, Esq., c/o Haley, Sinagra & Perez, P.A., 100 S.E. Third Avenue, Suite 1900, Fort Lauderdale, Florida 33394.

ARTICLE VIII
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

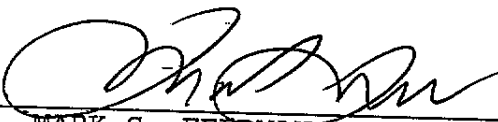
ARTICLE X
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto; any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of May, 1999.



MARK S. FELDMAN, M.D.

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 24
day of May, 1999 by MARK S. FELDMAN, M.D., who is
personally known to me or who has produced _____ as
identification.

My Commission Expires:
My Commission Number:

Mary L Butler
Notary Public, State of Florida at Large
Print Name: MARY L. BUTLER



DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 27 AM 9:28

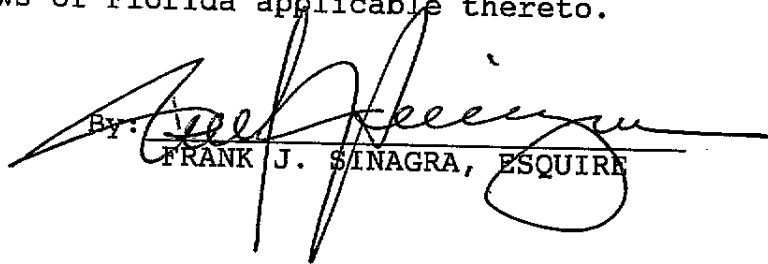
In pursuance of Chapters 48.091 and 607, Florida Statutes, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at: 100 S.E. Third Avenue, Suite 1900, Fort Lauderdale, Florida 33394 has named FRANK J. SINAGRA, located thereat as its registered agent to accept services of process within this State.

By:


MARK S. FELDMAN, M.D.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:


FRANK J. SINAGRA, ESQUIRE