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FLORIDA PROFIT CORPORATION OR P.A.
HEALTHCARE ENTERPRISE DEVELOPMENT CONSORTIUM, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 30, 1999

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: HEALTHCARE ENTERPRISE DEVELOPMENT CONSORTIUM, INC.
REF: W99000026236

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6053.

Niel Christensen
Senior Clerk

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
HEALTHCARE ENTERPRISE DEVELOPMENT CONSORTIUM, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is HEALTHCARE ENTERPRISE DEVELOPMENT CONSORTIUM, INC. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

12225 Vista Lane
Miami, FL 33156

ARTICLE III. - PURPOSE

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 IV. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$0.01 per share.

This item prepared by:
Kenneth I. Arvin
444 Brickell Avenue
Suite 905
Miami, Florida 33131
(305)577-4888
Fla. Bar #0039632

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**ARTICLE V. - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 444 Brickell Avenue, Suite 400, Miami, FL 33131 and the initial registered agent of this Corporation at such office shall be Ziskind & Arvin, P.A.

ARTICLE VI. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Ziskind & Arvin, P.A., 444 Brickell Avenue, Suite 400, Miami, FL 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 12th day of November, 1999.

Ziskind & Arvin, P.A., Incorporator

By: 

Kenneth I. Arvin, Vice President

This item prepared by:
Kenneth I. Arvin
444 Brickell Avenue
Suite 905
Miami, Florida 33131
(305)577-4888
Fla. Bar #0039632

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is:

HEALTHCARE ENTERPRISE DEVELOPMENT CONSORTIUM, INC.

2. The name and address of the registered agent and the registered office is:

**ZISKIND & ARVIN, P.A.
444 Brickell Avenue, Suite 400
Miami, FL 33131**

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of **HEALTHCARE ENTERPRISE DEVELOPMENT CONSORTIUM, INC.** at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: November 12, 1999

ZISKIND & ARVIN, P.A., Registered Agent

By: 

Kenneth I. Arvin, Vice President

This item prepared by:
**Kenneth I. Arvin
444 Brickell Avenue
Suite 905
Miami, Florida 33131
(305)577-4888
Fla. Bar #0039632**

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