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AKERMAN, SENTERFITT & EDISON, PA.

P.O. Box 10555

Requestor's Name

850-222-3471

Address

Tall., FL 32302-2555

City

State

Zip

Phone

CORPORATION(S) NAME

100002480721--5
-04/07/98--01025--007
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CR2E031 (1-89)

K. Roke MAR 31 1998

**ARTICLES OF INCORPORATION
OF
ADVANCED HEALTH CARE CONSULTANTS/LAKE CHARLES, INC.**

FIRST: The name of the Corporation is Advanced Health Care Consultants/Lake Charles, Inc.

SECOND: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

THIRD: This Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

FOURTH: This Corporation is authorized to issue ten thousand (10,000) shares of common stock, par value ONE AND NO/100s DOLLARS (\$1.00) per share.

FIFTH: The street address of the initial Registered Office of this Corporation is Phillips Point - East Tower, 777 S. Flagler Drive, Suite 900, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of this Corporation at that address is Philip M. Sprinkle II.

SIXTH: The street address of the principal office of the Corporation is 11940 U. S. Highway #1, Suite 201, North Palm Beach, Florida 33408.

SEVENTH: This Corporation shall have six (6) Directors initially and the number of Directors may be increased or diminished from time to time as provided in the By-Laws of this Corporation but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are as follows:

Jose Serra, M.D.
11940 U. S. Highway #1, Suite 201
North Palm Beach, Florida 33408

Philip M. Sprinkle II., Esquire
Florida Bar Number 0724890
777 South Flagler Drive, Suite 900 East Tower
West Palm Beach, Florida 33401
Telephone (561) 659-5990

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Debbie Finnel
11940 U. S. Highway #1, Suite 201
North Palm Beach, Florida 33408

Larry Nierenberg
11940 U. S. Highway #1, Suite 201
North Palm Beach, Florida 33408

Kim Schwenke
11940 U. S. Highway #1, Suite 201
North Palm Beach, Florida 33408

Larry Mueller
11940 U. S. Highway #1, Suite 201
North Palm Beach, Florida 33408

Robert Mandell
11940 U. S. Highway #1, Suite 201
North Palm Beach, Florida 33408


EIGHTH: The names and offices of the initial officers of the Corporation are as follows:

Debbie Finnel	President
Larry Nierenberg	Chief Executive Officer
Jose Serra	Vice President
Kim Schwenke	Vice President
Larry Mueller	Vice President
Robert Mandell	Secretary and Treasurer

NINTH: The name and address of the Incorporator of this Corporation is Philip M. Sprinkle II, Phillips Point - East Tower, 777 S. Flagler Drive, Suite 900, West Palm Beach, Florida 33401.

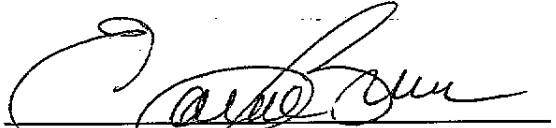
TENTH: The duration of this Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of March, 1998.


Philip M. Sprinkle II, Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED before me this 30th day of March, 1998, by Philip M. Sprinkle II, who is personally known to me.



Notary Public, State of Florida at Large
Print Name: Elaine Berman
Commission No. _____
My commission expires: _____

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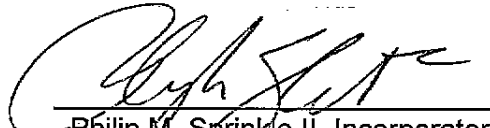


ELAINE BERMAN
MY COMMISSION # CC454491 EXPIRES
April 24, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Advanced Health Care Consultants/Lake Charles, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated Phillips Point - East Tower, 777 S. Flagler Drive, Suite 900, West Palm Beach, Florida 33401, as its initial Registered Office and has named Philip M. Sprinkle II, located at that address as its initial Registered Agent.


Philip M. Sprinkle II, Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


Philip M. Sprinkle II, Registered Agent

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