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AUTHORIZATION :

Patricia Pujato

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ORDER NO. : 022415

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CUSTOMER NO: 4331651

CUSTOMER: Paul L. Uhrig, Esq
GREEN, STEWART & FARBER

2600 Virginia Ave., N.w.
Suite #1111
Washington, DC 20037

DOMESTIC FILING

NAME: MERCYHEALTH, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 18 PM 2:09

96 JUL 19 AM 11:17
SECRETARY OF STATE

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7/18/96

**ARTICLES OF INCORPORATION
OF
MERCYHEALTH, INC.
A Florida For Profit Corporation**

FILED
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DIVISION OF CORPORATIONS

96 JUL 18 PM 2:09

I, the undersigned natural person, for the purpose of forming a corporation pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is MercyHealth, Inc. (hereinafter the "**Corporation**").

SECOND: The address of the principal office of the Corporation and the Corporation's mailing address is: 3663 S. Miami Avenue, Miami, Florida 33133.

THIRD: The aggregate number of shares of common stock authorized by the Corporation shall be one thousand (1,000), of which five hundred (500) shares with one cent (\$.01) par value shall be designated as "Class A" shares and five hundred (500) shares with one cent (\$.01) par value shall be designated as "Class B" shares. The classes of common stock shall be alike in every respect with the same rights, preferences, privileges, and liabilities, except that Class A shareholders shall vote as a class on all matters and elect one individual for each seat on the Board to be filled by a Class A director and thereafter be responsible for the removal thereof, and the Class B shareholders shall vote as a class on all matters and elect one individual for each seat on the Board to be filled by a Class B director and thereafter be responsible for the removal thereof. All other rights and limitations of shareholders shall be set forth in the Bylaws. Shareholders shall not have preemptive rights to acquire the Corporation's unissued shares.

FOURTH: The initial registered office and the initial registered agent of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
CORPORATION SERVICE COMPANY	1201 Hays Street Tallahassee, Florida 32301

FIFTH: The name and mailing address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Paul L. Uhrig	Green, Stewart & Farber, P.C. 2600 Virginia Avenue, N.W. Suite 1111 Washington, D.C. 20037-1905

SIXTH: The number of directors constituting the first Board of Directors of the Corporation is ten (10), with five (5) of the initial directors being Class A directors and five (5) being Class B directors. The following persons shall serve as the initial members of the Board of Directors of the Corporation:

Class A Directors

Address

Cristobal E. Viera, M.D.
Mercy Professional Building
3661 S. Miami Avenue, Suite 202
Miami, Florida 33133

Julio C. Pita, M.D.
Mercy Outpatient Center
3659 S. Miami Avenue, Suite 6008
Miami, Florida 33133

Jose J. Noy, M.D.
Mercy Professional Building
3661 S. Miami Avenue, Suite 306
Miami, Florida 33133

Raul I. Tano, M.D.
Mercy Medical Clinic
Mercy Professional Building
3661 S. Miami Avenue, Suite 510
Miami, Florida 33133

Jose S. Basagoitia, M.D.
Mercy Professional Building
3661 S. Miami Avenue, Suite 705
Miami, Florida 33133

Gabriel A. Costa, M.D.
Mercy Outpatient Center
3659 S. Miami Avenue, Suite 4001
Miami, Florida 33133

Class B Directors

Edward J. Rosasco
Mercy Hospital, Inc.
3663 South Miami Avenue
Miami, Florida 33140

Sister Elizabeth Anne Worley
Mercy Hospital, Inc.
3663 South Miami Avenue
Miami, Florida 33140

Michael Rose
Mercy Hospital, Inc.
3663 South Miami Avenue
Miami, Florida 33140

Raul Lopez, M.D.
Mercy Hospital, Inc.
3663 South Miami Avenue
Miami, Florida 33140

Lewis Fischman
Mercy Hospital, Inc.
3663 South Miami Avenue
Miami, Florida 33140

Jerry Mashburn
Mercy Hospital, Inc.
3663 South Miami Avenue
Miami, Florida 33140

The initial directors in each class shall serve until the first election of directors by each of the shareholders in such class and until his/her successor has qualified.

In addition to the voting directors, there shall also be a non-voting, *ex officio* director, which shall be the Medical Director of Mercy Medical Development, Inc., or any successor to such position, whatever called or however titled. Such non-voting, *ex officio* director shall be entitled to notice of all Board meetings and shall be entitled to attend and participate in all Board meetings, but such director shall not be entitled to vote and shall not be counted for purposes of counting, determining, or establishing a quorum.

SEVENTH: The purpose for which the Corporation is organized is to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity within the purposes for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The Corporation, through a resolution of the Board, may require Shareholders to pay additional capital contributions to the Corporation in amounts and at such times as required by the affirmative vote of two-thirds (2/3rds) of each of the Class A and Class B Directors. Each Shareholder shall be required to comply with any such additional capital contributions required by the Board.

NINTH: Each Shareholder shall be entitled to one (1) vote for each share of stock entitled to vote held by such Shareholder on any matter presented to Shareholders. Shareholders shall vote as separate classes based on their respective class. Except as otherwise set forth herein, the affirmative vote of a majority of the Shares in each class represented at a duly called meeting at which a quorum is present and entitled to vote shall be the act of the Shareholders. If one class of Shareholders approves a resolution and the other class of Shareholders does not approve such resolution, such resolution shall not be accepted and shall not be an act of the Shareholders. With respect to the Shareholders' election and removal of Directors, the holders of the Class A Common Stock shall have the sole right to elect and remove Class A Directors. Similarly, the holders of the Class B Common Stock shall have the sole right to elect and remove Class B Directors.

TENTH: The Shareholders may effect a voluntary dissolution of the Corporation by unanimous written consent of the Shareholders.

ELEVENTH: By affirmative vote of two-thirds (2/3rds) of each of the Class A and Class B Directors, the Board may propose a Plan of Dissolution for submission to the Shareholders. Such recommendation may be conditioned on any basis. Upon such affirmative vote of the Board to propose a Plan of Dissolution, the Corporation shall notify each Shareholder of record entitled to vote, of a proposed Shareholders' meeting and that the purpose of such meeting will be the consideration of a Plan of Dissolution of the Corporation. In order to effect the Board's proposal to dissolve, the proposal must be approved by the affirmative vote of at least two-thirds (2/3rds) of the Class A Shares and Class B Shares represented at a duly called meeting at which a quorum is present and entitled to vote.

TWELFTH: The presence of a majority of the Directors representing each class of Shareholders, in person and not by proxy, shall constitute a quorum for the transaction of business

at any meeting of the Board. If a quorum shall not be present at any meeting or at any time during a meeting a quorum of either the entire Board or a portion representing a particular class no longer exists, a smaller number may adjourn the meeting to another date.

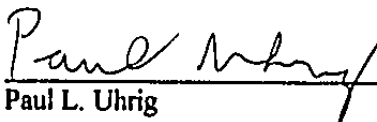
THIRTEENTH: Each Director shall be entitled to one (1) vote for each matter presented to the Board. The Directors shall vote as separate classes based on their respective class. The affirmative vote of at least a majority of the Directors of each class present at a meeting, in person and not by proxy, at which a quorum is present and entitled to vote shall be the act of the Board, unless the act of a greater number is required by statute, the Articles, or the Bylaws.

FOURTEENTH: A director or officer shall not be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders, except that this provision shall not relieve a director or officer from liability for any breach of duty based upon an act or omission in breach of such director's or officer's duty of loyalty to the Corporation or its shareholders. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the Florida Business Corporation Act and by any other applicable provision of law.

FIFTEENTH: The duration of the Corporation is to be perpetual.

SIXTEENTH: The method of distribution of assets of the Corporation upon dissolution shall be as set forth in the Bylaws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 17th day of July, 1996, acknowledge the same to be my act, state that to the best of my knowledge, information and belief these matters and facts are true in all material respects, and state that the statements are made under penalty for perjury.


Paul L. Uhrig
Incorporator

**ACCEPTANCE OF APPOINTMENT
OF REGISTERED AGENT**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 18 PM 2:09

In accordance with the requirements of Section 607.0501 of the Florida Business Corporation Act, the undersigned hereby acknowledges and accepts the appointment as registered agent for service of process in Florida for MercyHealth, Inc. which shall become effective upon the filing of said corporation's Articles of Incorporation with the Florida Department of State. Further the undersigned is familiar with and accepts the obligations of such position.

Registered Agent

CORPORATION SERVICE COMPANY

By: AGENT

Name: Laura R. Duvlap
LAURA R. DUVLAP

Date: JULY 18, 1996

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