

MICHAEL VINCENT LAURATO

P 980000 91728

October 22, 1998

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

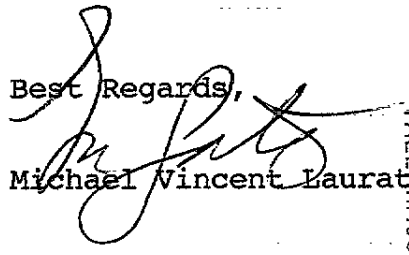
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****122.50 ****78.75

Re: Bayside Healthcare Medical Centers, Inc.

Dear Sir/Ma'am:

Enclosed please find original Articles of Incorporation and one copy for the above-captioned corporation, effective upon the filing of same. I would appreciate your filing of the Articles, obtaining a certified copy, and returning same to me.

Also enclosed please find a check in the amount of \$122.50. Thank you for your assistance.

Best Regards,

Michael Vincent Laurato

FILED
98 OCT 27 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MVL:lgl
Enclosure: per above
cc: James E. Lee, II, President (w/encl.)

ok w/lee/98
MVL

ARTICLES OF INCORPORATION
OF
BAYSIDE HEALTHCARE MEDICAL CENTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is BAYSIDE HEALTHCARE MEDICAL CENTERS, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the laws of the State of Florida as now exist or may after be amended.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4840 N. Armenia Avenue, Tampa, Florida 33603 and the name of the initial registered agent of this corporation at such address is James Edward Lee, II.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however,

there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

James E. Lee, II
4840 N. Armenia Avenue
Tampa, Florida 33603

ARTICLE VIII-
INCORPORATORS

The name and address of the Incorporator signing these articles is: James E. Lee, II, 4840 N. Armenia Avenue, Tampa, Florida 33603.

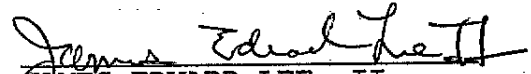
ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any Officer and Director or any former officer or director, to the full extent of the law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any other amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 22 day of October, 1998.


JAMES EDWARD LEE, II,
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared James Edward Lee, II, known to be and known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22 day of October, 1998.

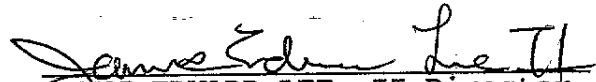

NOTARY PUBLIC

NOTARY PUBLIC - STATE OF FLORIDA
DEBRA M. PERDOMO
COMMISSION # CC746561
EXPIRES 5/31/2002
BONDED THRU ASA 1-888-NOTARY1


CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED.

FIRST, that BAYSIDE HEALTHCARE MEDICAL CENTERS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4840 N. Armenia Ave., Tampa, Florida has named James Edward Lee, II as its agent to accept service of process within Florida.

Dated: 10-22-98


JAMES EDWARD LEE, II Director

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to accept in this capacity, and I further agree to comply with provisions of all statutes relative to the proper performance of my duties.


JAMES EDWARD LEE, II
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA