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October 27, 1998

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

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-11/02/98--01123--014  
\*\*\*\*122.50 \*\*\*\*78.75

RE: Camelot Healthcare Management, Inc.

Dear Sir/Madam:

Enclosed for filing, please find an original and two (2) copies of the articles of incorporation for the above referenced corporation, in addition to the applicable filing fee.

Please return the filed copy of the articles to me at the address given in the articles. Thank you for your assistance.

Very truly yours,

*Philip E. Goss, Jr.*  
Philip E. Goss, Jr

*RMC  
11/3/98*

EFFECTIVE DATE  
10-30-98

98 NOV -2 AM 10:54  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

98 NOV -2 AM 10:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Camelot Healthcare Management, Inc.

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

**EFFECTIVE DATE**  
10-30-98

The name and address of the corporation shall be:

**Camelot Healthcare Management, Inc.**  
8220 SW 56th Street  
Miami, FL 33172

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the 30th day of October, 1998.

ARTICLE V

REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation shall be:

**Philip E. Goss, Jr.  
1172 South Dixie Highway, Suite 188  
Coral Gables, FL 33146**

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof at the price at which is offered to others.

ARTICLE VII

DIRECTORS

This Corporation shall have one(1) director, initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be

less than one (1). The name and street address of the initial member of the board of directors is:

**Angel Arciero  
8220 S.W. 56th Street  
Miami, FL 33172**

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified, whichever occurs first.

ARTICLE IX  
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

**Philip E. Goss, Jr.  
1172 South Dixie Highway, Suite 188  
Coral Gables, FL 33146**

ARTICLE X

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority

vote of the board of directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 27<sup>th</sup> day of October, 1998.

  
Philip E. Goss, Jr.

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared Philip E. Goss, Jr., to me known to be the person described as Incorporator or who has produced G-200 665 59 012 0 FL DLs identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation and did/did not take an oath.

WITNESS my hand and official seal at Dade County, Florida, this 27 day of October, 1998.



  
NOTARY PUBLIC  
HARRIET M. RANALLO

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**

NOV -2 AM 10:54

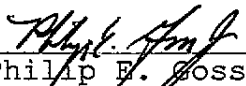
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes,  
following is submitted, in compliance with said Act:

That Camelot Healthcare Management, Inc., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, has named Philip E. Goss, Jr., 1172 South Dixie Highway, Suite 188, Coral Gables, Fl 33146, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Philip E. Goss, Jr.