

KEY & WASHINGTON KENDALL
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

Gwendolyn S. Key, Esquire

MAMIE WASHINGTON KENDALL, Esquire

P96000013410

December 27, 1995

Secretary of State
Attn: New Filings (Corporation)
409 East Gaines Street
Tallahassee, FL 32314

300001677043
-31/03/96--01083--001
****122.50 ****122.50

RE: Orlando Women's Center

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, a copy, and check #3877 in the amount of \$122.50 to cover the filing fee.

If you have any questions, please do not hesitate to contact us.

Sincerely,

Emily Bugnacki
Emily Bugnacki
Legal Assistant

Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 FEB -9 AM 11:22

FILED

1016-539
00678
00611
00615
00607

1/13/96
JID

PLEASE REPLY TO:
1897 PALM BEACH LAKES BLVD.
SUITE 224
WEST PALM BEACH, FLORIDA 33409
PHONE (407) 688-9445
FAX (407) 688-9742

141 SOUTH MAIN STREET
SUITE 111
BELLE GLADE, FLORIDA 33430
PHONE (407) 992-4208



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1996

KEY & WASHINGTON KENDALL
C/O EMILY BUGNACKI
1897 PALM BEACH LAKES BLVD. STE 224
WEST PALM BEACH, FL 33409

We have received your document for ORLANDO WOMEN'S CENTER . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 696A00000859

ARTICLES OF INCORPORATION OF

Orlando Women's Center, Inc.

ARTICLE I. NAME

The name of the corporation is ORLANDO WOMEN'S CENTER, INC..

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation are 1103 Lucerne Terrace, Orlando, Florida 32806.

ARTICLE III. PURPOSE

The corporation is formed to engage in every phase and aspect of the rendering of medical services. In addition, the corporation may invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property.

ARTICLE IV. TERM OF EXISTENCE

The corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the corporation shall be 100 shares of common stock having a par value of one dollar \$1.00 per share par value.

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2009 FEB -9 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 1897 Palm Beach Lakes Boulevard, Suite 224, West Palm Beach, FL 33409. The name of the initial registered agent at that address is Gwendolyn S. Key.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of director. The initial board of director shall consist of one member. The names and address of the members of the first board of director it:

Name	Address
Dr. James Scott Pendergraft President/Secretary Treasurer	7102 Hanover Parkway #B-1 Greenbelt, Maryland 20770

ARTICLE VIII. SUBSCRIBER

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

Dr. James Scott Pendergraft President/Secretary Treasurer	7102 Hanover Parkway #B-1 Greenbelt, Maryland 20770
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ARTICLE IX. RESTRICTION ON TRANSFER

The following restrictions are hereby applied to the transfer of all shares:

1. No shareholder may sell or transfer his/her shares in this Corporation except to existing shareholders.
2. All shareholders are obligated to first offer the corporation or other shareholders the opportunity to acquire the shares sought to be sold.

3. The corporation shall purchase all shares offered for sale by a shareholder and not purchased by other shareholders.
4. All transfer and/or sale of shares is subject to the approval of Dr. James Scott Pendergraft IV. No sale or transfer may take place without the express, written consent of Dr. James Scott Pendergraft IV.

ARTICLE X. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on 26 Dec 95.



Dr. James Scott Pendergraft

STATE OF FLORIDA

COUNTY OF Palm Beach

BEFORE ME, the undersigned authority, this day personally appeared Dr. JAMES SCOTT PENDERGRAFT who, first being duly sworn by me, says: that he has read the foregoing Articles of Incorporation and that the same are true and correct to the best of his knowledge.

IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of my office in the county and state aforementioned, this 26th day of December.



Notary Public



GWENDOLYN S KEY
My Commission CC334377
Expires Dec. 06, 1997
Bonded by HAI
800-422-1555

APPOINTMENT OF REGISTERED AGENT FOR CORPORATION
ACCEPTANCE OF APPOINTMENT

To: The Department of State
Tallahassee, Florida 32304


RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 31 1996
9:58 AM

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

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:


ORLANDO WOMEN'S CENTER, INC., with its place of business at 1103 Lucerne Terrace, Orlando, Florida 32806,, has named Gwendolyn S. Key, 1897 Palm Beach Lakes Boulevard, Suite 224, West Palm Beach, Fl 33409 as its designated agent to accept service or process within Florida.

Dated 31 January, 1996.


Dr. James Scott Pendergraft
President

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligation of Section 607.0501 of the Florida General Corporation Act.

Dated February 7, 1996


GWENDOLYN S. KEY, Resident Agent

THE ACCOUNTING OFFICE
OF
SMALLEY & COMPANY, P.A.
A PROFESSIONAL ASSOCIATION

7661 APRILWOOD COURT, ORLANDO, FLORIDA 32819
TELEPHONE: (407) 383-4000

FAX: (407) 383-5800

P96000013410
MAY 7, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

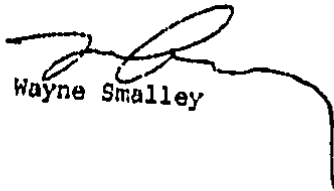
Re: Orlando Women's Center, Inc.
Gentlemen:

700001832997
-05/21/96--01147--006
*****35.00 *****35.00

Enclosed are Articles of Amendment to the Articles of Incorporation for the above referenced corporation, and, we enclose a check in the amount of \$ 35.00 for the filing thereof.

Please send the acceptance documentation to our office at the address above.

Sincerely yours,


Wayne Smalley

SH ⁵/₂₈
Amend.

FILED
96 MAY 20 PM 4: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMBNDMENT
TO
ARTICLES OF INCORPORATION
OF
ORLANDO WOMEN'S CENTER, INC.

FIRST

Article XI is hereby added to read:

ARTICLE XI. OFFICERS

The officers of the corporation are as follows:

President	Dr. James Scott Pendergraft 7102 Hanover Parkway #B-1 Greenbelt, Maryland 20770
Secretary	Heidi S. Mullis 517 Brooker Road Brandon, FL 33511

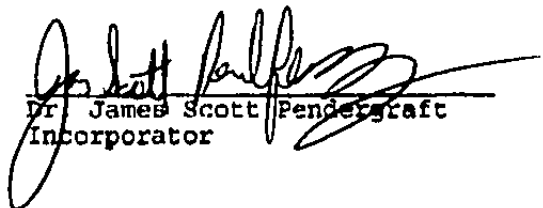
SECOND

The date of the adoption of this Amendment is the 16th day of May, 1996.

THIRD

This amendment was adopted by the incorporator/subscriber without shareholder action and shareholder action was not required.

Signed this 16th day of May, 1996.


 Dr. James Scott Pendergraft
 Incorporator

FILED
96 MAY 20 PM 4: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA