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FILED
01 JAN -4 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 8, 2000

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

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RE: Articles of Incorporation
Women's Healthcare Executive Network of Miami-Dade County, Inc.

Dear Sirs/Mesdames:

Please find the enclosed original and one (1) copy of the Articles of Incorporation and a check in the amount of \$87.50 to cover the cost of the filing fee, Designation of Registered Agent and certified copy for the above-referred entity.

Thank you in advance for the prompt consideration of this matter.

Very truly yours,

SHUTTS & BOWEN LLP

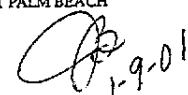

Sidney C. Calloway

Enclosures.

cc: Sharon Barnwell

FTLDOCS 5014932.1 SCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

**WOMEN'S HEALTHCARE EXECUTIVE NETWORK
OF MIAMI-DADE COUNTY, INC.**

The undersigned, acting as Incorporator of a Corporation under the Florida Not-for-Profit Corporation Act, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I. CORPORATE NAME

The name of the Corporation (hereinafter "the Corporation") is: WOMEN'S HEALTHCARE EXECUTIVE NETWORK OF MIAMI-DADE COUNTY, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal place of business and the mailing address of the corporation shall be 1401 Brickell Avenue, Suite Number 700, Miami, FL 33131.

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and the State of Florida, as well as, but not limited to the following:

- (a) to promote professional interaction among individuals with leadership responsibility in the management and delivery of health care services;
- (b) to promote and provide managerial techniques, professional development and networking opportunities in health care administration and delivery by providing a forum for presentation by authorities in health related and management fields;
- (c) to promote professional interaction of all women in the health care work force who desire a forum for professional growth and development;
- (d) to promote the status and advancement of women and women's issues in the health care work place;
- (e) to promote and provide vehicles for continued education;
- (f) to promote and encourage an atmosphere of fellowship for members;

- (g) to promote education, awareness, and effectiveness toward the improvement of women's health;
- (h) to promote interaction among its members and professional organizations and other appropriate health or health-related associations;
- (i) to engage in any activity or business permitted under the laws of the United States and the State of Florida governing the activities of charitable and not-for-profit entities which are organizations described under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), or the corresponding provision of any Internal Revenue law or regulation.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE V. NOT FOR PROFIT STATUS

The Corporation is organized exclusively for charitable, religious, educational or scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code or corresponding section of any future federal tax code.

The Corporation may receive and administer funds for scientific, religious, educational and charitable purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property or any undivided interest therein without limitation as to amount or value, to dispose of any such property and to invest and reinvest or deal with the principal or income in such manner, as in the judgment of the Directors will best promote the purposes of the Corporation without limitation, except such limitations, if any as may be contained in the Instrument under which such property is received, the Articles of Incorporation, the bylaws of the Corporation or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or Officers, except as permitted under the Not-for-Profit Corporation law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes and no member, trustee, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in, including the publication, distribution of statements of any political campaign on behalf of any candidate for public office.

Upon dissolution of the corporation or the winding down of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended or to the federal government or to a state or local government for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of lawful jurisdiction in the County in which the Principal officer of the Corporation is then located, exclusively for such purposes or to such organizations where organizations, as said, the Court shall determine which are organized and operating exclusively for such purposes.

ARTICLE VI. MEMBERSHIP IN THE CORPORATION

The qualifications for members and the manner of their admissions shall be regulated by the article of incorporation or bylaws. Corporation members have no voting or other rights except as provided in the articles of incorporation or bylaws. Membership in the Corporation shall be terminated in the manner provided by the articles of incorporation or bylaws, and unless otherwise provided for in the articles of incorporation or bylaws, all the rights and privileges of a member shall cease on termination of membership. Members of the corporation are not entitled to vote except as conferred by the Articles of Incorporation or the Bylaws.

There shall be two classes of members: **Active** and **Honorary**:

Active Members. To be eligible for active membership, a person shall have met the criteria for membership in good standing as set forth in the Bylaws of the Corporation (Hereinafter the "Bylaws") and shall be a participant in one or more of the following groups hereinafter defined:

1. **Management:** A professional in a position of authority and responsibility within a healthcare delivery organization such as (or comparable to) Administrator, Assistant Administrator, Comptroller, Director, Manager, Assistant Manager, or Administrative Assistant,
2. **Providers:** A healthcare professional serving in a leadership role in health service provision such as Physician, Clinical Nurse Specialist, Pharmacist, Nurse, Rehabilitative Services Professional, Respiratory Therapist, Mental Health Professional, Social Worker, or positions holding similar authority and responsibility,

3. Education & Law; A professional specializing in healthcare education programs or practicing law pertaining to healthcare;
4. Support Services; A professional serving in a support services role in a health care delivery organization, such as Secretary, Unit Clerk, Analyst, Assistant, etc.;
5. Consultants & Allied Specialists; A professional specializing in consultative services or the provision of specialized services pertaining to healthcare.

Honorary Members. To be eligible for honorary membership, a person shall have made significant contributions to or have played a significant role in the healthcare field.

ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Sidney C. Calloway, Esquire
Shutts & Bowen LLP
First Union Center, Suite 2000
200 East Broward Boulevard
Fort Lauderdale, FL 33301

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with the obligations of my position as registered agent.



Sidney C. Calloway, Registered Agent

ARTICLE IX. BOARD OF DIRECTORS

All Corporate powers must be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of its board of directors, subject to any limitation set forth in the articles of incorporation. This Corporation shall have nine (9) directors initially. Directors shall hold office for one (1) year or until their successors are elected. Directors shall be elected by a majority of the active members for each director position at the annual meeting of the members. The number of directors may be increased

or diminished from time to time in the manner set forth in the by laws but shall never be less than three (3).

ARTICLE X. INITIAL DIRECTORS

The names and addresses of the Initial Directors who shall serve as the Director until the first annual meeting of the members or until their successors have been elected and qualified are:

Leda Silver, President	9400 S. Dadeland Blvd, Suite 315 Miami, FL 33156
Noreel Mercer, President Elect	7000 SW 62 nd Avenue, Suite PH-A Miami, FL 33143
Kate Callahan, Past President	2111 Tiger Tail Avenue Coconut Grove, FL 33133
Sharon E. Barnwell	12709 NW 15 th Street Coral Spring, FL 33071
Linda Sims, Recording Sec.	7440 SW 96 th Court Miami, FL 33173
Lourdes Gonzalez, Cor. Sec.	6451 SW 35 th Street Miami, FL 33136
Mary Natiello, Treasurer	1501 NW 9 th Avenue, UM/Dept. D4-6 Miami, FL 33136
Kathleen McInerney, Program Chair	575 Crandon Blvd, Suite 808 Key Biscayne, FL 33149
Shirley Glickman, Membership Chair	8277 SW 128 Street, Suite 203 Miami, FL 33156

ARTICLE XI. INCORPORATOR

The name and address of the initial Incorporator is:

Sidney C. Calloway, Esquire
Shutts & Bowen LLP
First Union Center, Suite 2000
200 East Broward Boulevard
Fort Lauderdale, FL 33301

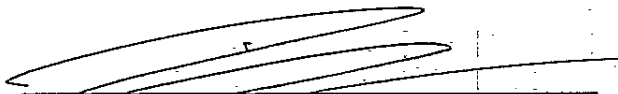
ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended only in the manner provided by these Articles of Incorporation or the Bylaws.

ARTICLE XIII. DISSOLUTION

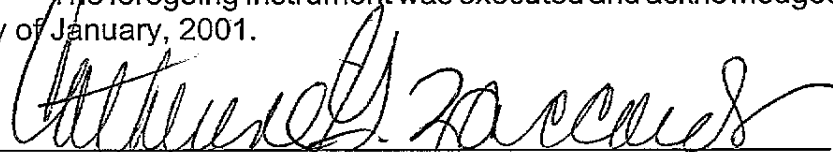
In the event of the dissolution of the Corporation and after all of the Corporation's liabilities and obligation have been paid or discharged, any residual assets of the Corporation shall be donated and/or distributed in the manner set forth in Internal Revenue Code, Section 501(c).

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, this 3 day of January, 2001.


Incorporator, Sidney C. Calloway, Esquire

State of Florida)
) ss:
County of Broward)

The foregoing Instrument was executed and acknowledged before me, this 3
day of January, 2001.


Notary Public, State of Florida at Large

My Commission Expires:

FTLDOCS 5010712.1 SCC



Catherine G. Zaccardo
MY COMMISSION # CC793232 EXPIRES
December 21, 2002
BONDED TRU TRCY FARM INSURANCE, INC.

FILED
01 JAN -4, PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA