

No 0000002758

Harry A. Jones
Attorney at Law

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Titusville, Florida 32796

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April 10, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

600004011586-1
-04/17/01--01005--006
*****70.00 *****70.00

Re: North Brevard County Hospital District Physician Services, Inc.

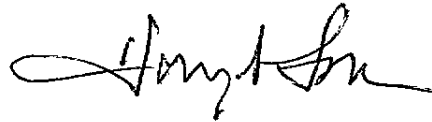
Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Incorporation for the above-captioned corporation, together with check in the sum of \$70.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Harry A. Jones

HAI/re
Enc.

FILED
01 APR 16 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
NORTH BREVARD COUNTY HOSPITAL DISTRICT
PHYSICIAN SERVICES, INC.

FILED
01 APR 16 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized representatives of North Brevard County Hospital District (d/b/a Parrish Medical Center), a special district and political subdivision of the State of Florida by their execution of the following Articles of Incorporation do hereby form a corporation not for profit pursuant to Chapter Section 617, laws of the State of Florida.

ARTICLE I.

The name of this corporation is: NORTH BREVARD COUNTY HOSPITAL DISTRICT PHYSICIAN SERVICES, INC. The principal place of business and the mailing address of the Corporation shall be 951 North Washington Avenue, Titusville, Florida 32796.

ARTICLE II.

This not-for-profit corporation shall have perpetual existence and shall commence existence on the date these Articles are filed with the Secretary of State.

ARTICLE III.

The purposes for which this Corporation is organized are:

1. To establish a separate entity to conduct the provision of physician services on behalf of the North Brevard County Hospital District, including the provision of related medical goods and services.
2. To establish a separate entity under the supervision and control of the North Brevard County Hospital District to provide such manner of regulatory compliance support and practice management assistance to physicians and other health care providers in the North Brevard County Hospital District and to the extent consistent with all applicable federal and state laws governing such activities.
3. To establish a separate entity under the supervision and control of the North Brevard County Hospital District in fulfilling its declared public purposes of

providing for the delivery and support of hospital and non-hospital health care services and related activities to the residents of the North Brevard County Hospital District.

4. To conduct any and all lawful affairs and business incident to the purposes for which this corporation is organized and to exercise any corporate powers enumerated in Chapters 607 or 617, Florida Statutes as amended from time to time, but solely under the supervision and to further the interests of the North Brevard County Hospital District.

ARTICLE IV.

The initial registered agent and registered office of this corporation in the State of Florida is GEORGE MIKITARIAN, 951 North Washington avenue, Titusville, Florida 32796-2194. The directors may from time to time move the principal office to any other address in the North Brevard County Hospital District.

ARTICLE V.

The directors and officers of the corporation shall be those same persons who are serving from time to time as the directors and officers of the North Brevard County Hospital District and whose present names and addresses are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Nathaniel Pilate	951 No. Washington Avenue Titusville, FL 32796	Chairman and Director
J. J. Parrish III	951 No. Washington Avenue Titusville, FL 32796	Vice-Chairman and Director
Robert Jordan, Jr.	951 No. Washington Avenue Titusville, FL 32796	Secretary and Director
Herman A. Cole, Jr.	951 No. Washington Avenue Titusville, FL 32796	Treasurer and Director
William Hurst	951 No. Washington Avenue Titusville, FL 32796	Director

Vern Jansen	951 No. Washington Avenue Titusville, FL 32796	Director
J. William Johnson, M.D.	951 No. Washington Avenue Titusville, FL 32796	Director
Jerry L. Noffel	951 No. Washington Avenue Titusville, FL 32796	Director
Patricia C. Manning, PhD.	951 No. Washington Avenue Titusville, FL 32796	Director
George Mikitarian	951 No. Washington Avenue Titusville, FL 32796	President and Chief Executive Officer

ARTICLE VI.

The names and addresses of the subscribers to these Articles of Incorporation are:

Nathaniel Pilate	951 No. Washington Avenue Titusville, FL 32796
George Mikitarian	951 No. Washington Avenue Titusville, FL 32796

ARTICLE VII.

In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this corporation, voluntarily or involuntarily, or by operation of law, or upon amendment of the Articles of Incorporation:

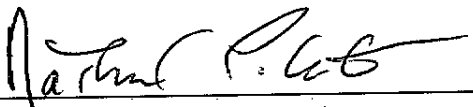
1. No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributed to its incorporators, directors, officers, or other private persons having a personal or private interest in the corporation, other than reimbursement of reasonable expenses incurred or reasonable compensation for services rendered on behalf of the corporation and incurred in carrying out the purposes set forth in Article III hereof.

2. The corporation shall be expressly prohibited from conducting any activities outside the scope of authority and legal powers provided by the Florida Legislature to the North Brevard County Hospital District.
3. The corporation shall comply with all the same applicable federal and state laws imposed on the North Brevard County Hospital District in the conduct of its business other activities.
4. The corporation shall be expressly prohibited from conducting or carrying on propaganda or otherwise attempting to influence the Legislature, or intervening in any political campaign on behalf of any candidate for public office, or any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law).

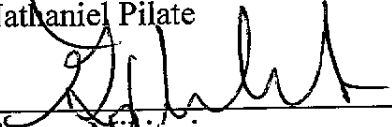
ARTICLE VIII

In the event of the disposition of any surplus or abandoned property of the corporation, or upon dissolution, voluntary or otherwise, the assets of the corporation shall not inure to the benefit of any member or individual, but shall be transferred to the North Brevard County Hospital District or its lawful successor, which shall be an exempt organization as described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law) and which shall have as its primary purpose those same healthcare responsibilities as then performed by the North Brevard County Hospital District, together with the other public needs of the North Brevard County Hospital District.

IN WITNESS WHEREOF, the undersigned being the incorporators hereinabove named, for the purpose of forming a corporation pursuant to the Corporation Not-For-Profit Statute, Chapter 617, State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereto set their hands and seal this 9th day of April, 2001.



Nathaniel Pilate



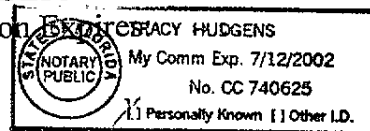
George Militarman

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared NATHANIEL PILATE, known to be the person described in and who executed the foregoing instrument, and who acknowledged before me that he executed the same. Said person is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 9th
day of April, 2001.

Tracy Hudgens
NOTARY PUBLIC
My Commission Expires: 7/12/2002

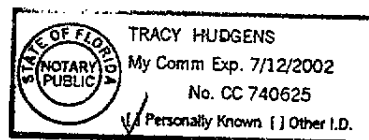


STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared GEORGE MIKITARIAN, known to be the person described in and who executed the foregoing instrument, and who acknowledged before me that he executed the same. Said person is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 9th
day of April, 2001.

Tracy Hudgens
NOTARY PUBLIC
My Commission Expires:

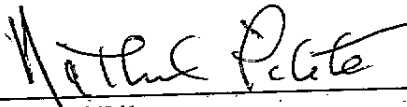


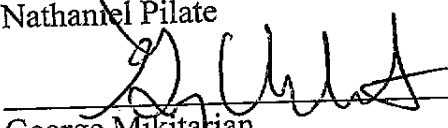
STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
NORTH BREVARD COUNTY HOSPITAL DISTRICT
PHYSICIAN SERVICES, INC.

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.0501, the undersigned as President of NORTH BREVARD COUNTY HOSPITAL DISTRICT PHYSICIAN SERVICES, INC., hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered office of this Corporation is 951 North Washington Avenue, Titusville, Florida 32796, and the name of the initial registered agent of this Corporation at that address is GEORGE MIKITARIAN

DATED this 9th day of April, 2001.



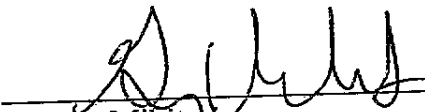
Nathaniel Pilate


George Mikitarian

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of NORTH BREVARD COUNTY HOSPITAL DISTRICT PHYSICIAN SERVICES, INC., at the initial registered office of the Corporation at 951 North Washington Avenue, Titusville, Florida 32796.



George Mikitarian