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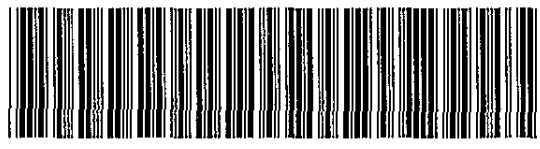
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Brevard Health Alliance

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
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ARTICLES OF INCORPORATION
THE BREVARD HEALTH ALLIANCE, INC.
[a corporation not for profit]

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ARTICLE I
NAME

The name of the corporation shall be THE BREVARD HEALTH ALLIANCE, INC.

ARTICLE II
TERM OF EXISTENCE

The period of existence of the Corporation shall be perpetual.

ARTICLE III
PURPOSE

The Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter the "Internal Revenue Code"). Within such limitations, the purpose of this Corporation shall be to operate exclusively, either a federally qualified community health center or "look-a-like" community health center (which meets or exceeds federal qualification requirements) which furnishes medical services to citizens of Brevard County, Florida. Within such purpose, the Corporation shall provide for and deliver health care services and activities including, without limitation, the establishment and maintenance of a community health clinic or clinics within Brevard County to provide health care and treatment and associated services such as, but not limited to, acute care, extended care, outpatient care, home care to medically underserved populations; carry on such educational, philanthropic, scientific and medical research activities as may be part of community health care services and activities; and engage in any lawful act or activity which may be necessary or appropriate for the carrying out and accomplishing of any of the foregoing objects or purposes. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to

be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV POWERS

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under applicable provisions of the Florida Statutes, and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

1. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
3. No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V MEMBERSHIP

The Corporation shall not have members.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors which shall consist of such number of Directors as shall be fixed by the Bylaws. The manner of selection, classification, qualification, removal, terms of office and all other provisions relating to Directors shall be as provided in the Bylaws.

The names, addresses and terms of the initial Board of Directors are as follows:

Last Name	First Name	Term	Address
Archilla	Nicholas	1yr.	266 Evergreen Street NE Palm Bay, FL 32907
Douglas	Bernadette	1yr.	1705 Orange Manor Melbourne, FL 32934
Garcia	Dr. Manuel	2yr.	942 Brunswick Lane Rockledge, FL 32955
Gelbert	Lisa	3yr.	3661 S. Babcock Street Melbourne, FL 32901
Heshmati	Dr. Heidar	3yr.	2575 N Courtenay Parkway Merritt Island, FL 32953
Higgs	Nancy	3yr.	1311 E. New Haven Avenue Melbourne, FL 32901
Hodges	Father Leo	2yr.	300 Malabar Road SE Palm Bay, FL 32907
Miller	Stephanie	1yr.	5925 Old Dixie Hwy. Melbourne, FL 32940
Perles	Lewis	1yr.	2235 Pacific Avenue NE Palm Bay, FL 32905
Taylor	Clinton	2yr.	500 W. University Blvd. Melbourne, FL 32901
Williams	Gay	2yr.	2725 Judge Fran Jamieson Way, Bldg. B Melbourne, FL 32940

The Directors shall act until the expiration of their terms as set forth above or until their successors are duly elected as set forth in the Bylaws and qualified.

ARTICLE VII OFFICERS

The officers of the Corporation shall consist of those positions specified in the Bylaws. Officers shall be elected or appointed by the Board of Directors in the manner provided in the Bylaws.

ARTICLE VIII DISSOLUTION AND LIQUIDATION

The Corporation may be dissolved in the manner provided in applicable provisions of the Florida Statutes or any equivalent successor provision. In the event of dissolution of the Corporation, no liquidating or other dividends and distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
2. The remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan to dissolve, adopted in the manner set forth above in this Article VIII or, in any other event, as determined by the appropriate court of Brevard County, Florida.

ARTICLE IX ADDRESS

The initial mailing address of the initial principal office of the Corporation in the State of Florida is 5270 Babcock Street N.E., Suite #1, Palm Bay, Florida 32905.

ARTICLE X REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 1515 Ringling Boulevard, Suite 900, Sarasota, Florida 34236, and the initial registered agent at that address is James E. Thomison.

ARTICLE XI
INCORPORATORS

The name and business address of each incorporator are as follows:


James E. Thomison, Esquire
1515 Ringling Boulevard, Suite 900 --
Sarasota, Florida, FL 34236 --

ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended from time to time as provided by applicable Florida law.

Any amendment of these Articles of Incorporation shall become effective when, and only when, such amendment has been filed with the Florida Department of State, approved by it and all filing fees have been paid in accordance with applicable provisions of Chapter 617 of the Florida Statutes.


IN WITNESS WHEREOF, each of the undersigned Incorporator has caused these Articles to be executed in its name by its proper officer thereunto duly authorized and its corporate seal to be hereunto affixed, this 31st day of March, 2003.



JAMES E. THOMISON

REGISTERED AGENT
ACCEPTANCE OF APPOINTMENT

Having been named to Registered Agent to accepted service of process for the above-stated corporation at the place designed in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



JAMES E. THOMISON, Registered Agent

Date 3/31/03

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