

NO70000/0877

(Requestor's Name)

Ms. Lilimay Stokes-Prospere

10390 SW 152nd Terrace

Miami, FL 33157-1473

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

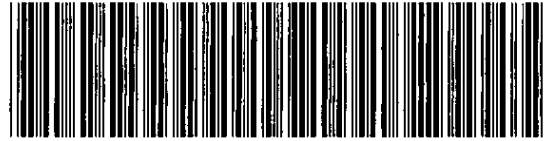
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MRS
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ARTICLES OF INCORPORATION

OF

Sunshine Health Network, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE I: NAME/REGISTERED OFFICE

The name of this corporation shall be Sunshine Health Network, Inc., located at 516 NW 57th Avenue, Suite 202, Miami, Florida 33126.

ARTICLE II: DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE III: PURPOSE

Sunshine Health Network, Inc. is a nonprofit corporation organized exclusively for charitable, scientific and educational purposes. Together with its Professional Staff, the corporation provides health care services to the public, and may pursue any other legal activity. Services are provided without consideration for the recipient's race, gender, religious or philosophical belief, national origin or citizenship, age, sexual orientation, physical or mental disability or disease, physical appearance, or ability to pay. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE IV: EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any Director of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article III above.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities 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, as now enacted or hereafter amended.

ARTICLE V: BOARD OF DIRECTORS

The Articles of Incorporation may only be altered by a properly introduced proposal in accordance with the rules set out in the Corporate Bylaws that has been adopted by the Board of Directors as a whole at a regular or special meeting of the Board.

The Board of Directors shall enact Corporate Bylaws, which shall provide direction for the governance of the corporation. Board may introduce a proposal to add to or modify the Bylaws at any regular or special meeting of the Board, so long as the proposal is properly introduced in accordance with the rules set out in the Corporate Bylaws. This proposal must be adopted by the Board of Directors.

The Board of Directors shall direct the Professional Staff to enact Professional Staff Bylaws, which shall govern the organization of the Professional Staff, and the provision of services provided to the public by it. The Professional Staff shall be ultimately responsible for health care decisions.

The Board of Directors shall hold an Annual General Meeting each year, at which time the Board of Directors and the Professional Staff shall report on all activities of the past year, on the current and projected financial status of the corporation, and on any strategic and service planning. This report shall include a review of all pertinent records of the corporation.

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is 3, their names and addresses being as follows:

Lilimay Stokes-Prospere, President/CEO, 516 NW 57th Avenue, Suite 202, Miami, FL 33126

Peter Prospere, Vice President/CFO, 516 NW 57th Avenue, Suite 202, Miami, FL 33126

Charlene Phipps, Secretary, 516 NW 57th Avenue, Suite 202, Miami, FL 33126

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI: PERSONAL LIABILITY

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII: DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. On dissolution, all remaining assets should be divided equally between Camillus House and the American Cancer Society. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE VIII: REGISTERED AGENT

The registered agent of the corporation is:

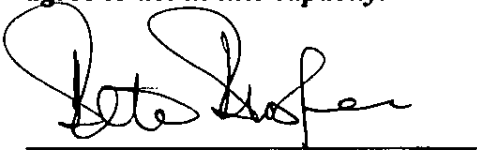
Peter Prospere, 516 NW 57th Avenue, Suite 202, Miami, FL 33126

ARTICLE IX: INCORPORATOR

The incorporator of this corporation is:

Lilimay Stokes-Prospere, 516 NW 57th Avenue, Suite 202, Miami, FL 33126

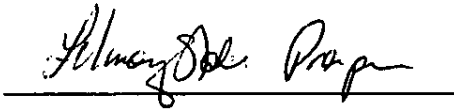
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

11/5/07

Date



Signature/Incorporator

11/05/07

Date

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TALLAHASSEE, FLORIDA