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CR2E031(R4-84)



GOOD SAMARITAN HEALTH SYSTEMS, INC.

CHARLES H WARWICK IN Chember
WILLIAM C CLAPK
INCOME FROM
KENIETH A WEDA
PROMOTE A WEDA
THOMAS M KERESEY
Treasure

August 2, 1985

Secretary of State
Division of Corporations
Room 2001, The Capitol
Tallahassee, FL 32301

Re: Incorporation of Intracoastal Health Corporation.

Dear Sirs:

Attached hereto please find the original Articles of Incorporation for Intracoastal Health Corporation, along with a copy thereof and a Certificate Designating Registered Agent and Registered Office. Also attached is a \$35.00 check from Good Samaritan Health Systems representing the \$30.00 filing fee for a nonprofit corporation along with a \$5.00 fee for certified copy of the Articles.

Thank you for your assistance in these matters.

Sincerely yours,

James A. Farrell Staff Attorney

JAF:sm

ARTICLES OF INCORPORATION

OF

INTRACOASTAL HEALTH CORPORATION

We the undersigned incorporators hereby associate our property of together to form and establish a corporation NOT FOR PROFIT under the laws of the State of Florida, and do hereby file these Articles of Incorporation for that reason.

ARTICLE I

NAME

The name of this Corporation shall be Intracoastal Health Corporation.

ARTICLE II

PURPOSES

This Corporation is organized not for profit and is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code, as amended, and the objects and purposes to be exclusively transacted and carried on are:

1. To establish, acquire, own, and act as a member or partner of entities which provide diagnostic, medical, surgical and hospital care, extended care, out-patient care and home care to sick, injured or disabled persons without regard to race, creed, color, sex, age or national origin.

- 2. To establish, acquire, own and act as a mamber or partner of entities which are engaged in activities reasonably related to providing diagnostic, medical, surgical and hospital care, extended care, out-patient and home care to sick, injured or disabled persons without regard to race, creed, color, sex, age or national origin.
- To the benefit of any member (unless such member is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended), Director, or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member (unless such member is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended), Director, or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.
- 4. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities which

would characterize it as an "action organization" as defined in Treasury Regulation \$501(c)(3)-1(c)(3), as it now exists or may be hereafter amended.

- 5. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by any organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or they may be hereafter amended.
- 6. Upon the dissolution of the Corporation or the winding up of its affairs, all of the assets of the Corporation shall be distributed to Good Samaritan Health Systems, Inc., a Florida not-for-profit corporation, if for whatever reason Good Samaritan Health Systems, Inc., ceases to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, then to such charitable, religious, scientific, testing for public safety, literary, or educational organizations which then qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, as the Board of Directors may direct.

ARTICLE III

POWERS

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its Officers, and Directors, shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida, subject to the limitation and condition that, notwithstanding any other provision of these Articles; only such powers shall be exercised as are in furtherance of the Federal income tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, and freasury Regulations thereunder as they now exist or as they may be hereafter amended and by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.

ARTICLE IV

NONSTOCK CORPORATION

This Corporation shall not have or issue shares of stock, however, it may have and issue membership certificates which shall state prominently on the face of such certificate that the Corporation is a not for profit corporation.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT:

PRINCIPAL PLACE OF BUSINESS

The location of the Corporation's Registered Office and its principal place of business in this State is flaglar Drive at Palm Beach Lakes Blvd., West Palm Beach, Florida, 33402 and the name of the Registered Agent of the Corporation is Kenneth A. Weda at that address. The Board of Directors may from time to time move the Registered Office to any other street address in Florida and may establish branch and other offices within or without the State of Florida.

MEMBERSHIP

The sole voting member of the Corporation shall be Good Samaritan Health Systems, Inc., a Florida not-for-profit corporation (hereinafter referred to as the "Member").

ARTICLE VII

TERM OF CORPORATE EXISTENCE

The term for which this Corporation shall exist is per-

ARTICLE VIII

POFFICERS

The Corporation shall have a Chairman, a President, a Vice President, Secretary and Treasurer and may have additional and assistant officers as determined by the Board of Directors from time to time. A person may hold more than one office. Officers shall be elected or appointed and shall have duties as provided in the By-Laws.

The Officers, who are to serve until the first election or appointment of officers are:

	N	8	m	e
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William C. Clark

Kenneth A. Weda

Gregory J. Walker

John R. Stoorza, Jr.

Robert L. Broadway

Office

Chairman

President -

Vice President

Secretary

Treasurer a

ARTICLE IX

DIRECTORS

The Board of Directors of this Corporation shall not be less in number than three (3) persons, nor more than the number of persons stated in the By-Laws. Directors shall be elected by the Member and shall have such qualifications as provided in the By-Laws. The initial Board of Directors shall hold office until the first annual meeting of the Corporation and until his

resignation, removal from office, or death. The names and street addresses of the initial Board of Directors is as follows:

Name	Address
Robert L. Broadway 1	Good Samaritan Health Systems, Inc. P. O. Box 024308
	Flagler Drive at Palm Beach Lakes Blvd.
	West Palm Beach, FL 33402
William C. Clark C	Flagler Center, Suite 600 501 S. Flagler Drive West Palm Beach, FL 33401
John R. Stoorza, Jr.5	Good Samaritan Health Systems, Inc. P. O. Box 024308
	Flagler Drive at Palm Beach Lakes Blvd. West Palm Beach, FL 33402
Gregory J. Walkery	Good Samaritan Health Systems, Inc. P. O. Box 024308
	Flagler Drive at Palm Beach Lakes Blvd. West Palm Beach, FL 33402
Kennath A. Weda ₹	Good Samaritan Health Systems, Inc.
	P. O. Box 024308 Flagler Drive at Palm Beach Lakes Blvd.
	West Palm Beach, Ft 33402

At the first annual meeting of the Corporation and at each annual meeting thereafter, the Member shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death.

Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the Newber and his successor has been elected and qualified.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 1. The Corporation hereby indemnifies any officer or director made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:
- (a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the

best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a director or officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross nagligance or willful misconduct in the performance of his duty. to the Corporation.

- 2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.
- of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses

of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XI

BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or rescinded by the majority vote of the entire Board of Directors in any manner permitted by the By-Laws provided such amendment, alteration or rescission is in accord with the purposes of the Corporation as set forth in these Articles.

ARTICLE XII

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Member at any regular or special meeting where such proposed action has been incorporated in the notice of the meeting or referred to in a waiver of such notice duly signed by an authorized officer of the Member. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended), director, or officer of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

ARTICLE XIII

INCORPORATOR

The name and street address of the incorporator is as follows:

Neme.

Address

Kenneth A. Weda

Flagler Drive at Palm Beach Lakes Blvd.
West Palm Beach, Florida 33402

KENNETH A. WEDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KENNETH A. WEDA known to me and known by me to be the person who acknowledged before me that he executed these Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this and day of August, 1985.

(SEÁL)

My Commission Expires:

BOMDED THRU GENERAL INS. UND. HY CONNISSION EXPIRES SEPT. 5, 1905

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

INTRACOASTAL HEALTH CORPORATION desiring to organize as a corporation not-for-profit under the laws of the State of Florida, has designated Flagler Drive at Palm Beach Lakes Blvd., West Palm Beach, Florida 33402, as its initial Registered Office and has named Kenneth A. Weda located at said address as its initial Registered Agent.

By: Cernett C Kenneth A. Weda Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

Kenneth A. Weda Registered Agent

ALC 5 10 47 MM :85
SECRETARY OF STATE
ALLAHASSEF

DUE DATE ON OR AFTER JANUARY 1 DELINQUENT AFTER JULY L OF EACH YEAR

CORPORATION

ANNUAL REPORT 1986



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ARK, WILLIAM C.	co	501 S FLAG	LER DRIVE		WEST PALM BEAD	ık FL.
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FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1ST.

CORPORATION

ANNUAL REPORT 1988



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N10551 INTRACOASTAL HEALTH CORPORATION FLAGER OR AT PALM BOH LKS BLVD P.O. BOX 024309 WEST FALM BEACH, FL 33402

REGISTERED AGENT INFORMATION

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February 10, 1988

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CORPORATION

ANNUAL REPORT 1989



FLORICA DEPURTMENT OF STATE Jim Smith Secretary of Supe DIVISION OF CORPORATIONS

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February 24, 1989

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ANNUAL REPORT 1990

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CORPORATION

ANNUAL REPORT 1991



FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State DIVISION OF CORPORATIONS

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF.

INTRACOASTAL HEALTH CORPORATION

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, the undersigned corporation hereby amends and restates, in its entirety, its Articles of Incorporation filed with the Secretary of State on August 5, 1985, as Charter No. N10551. These Amended and Restated Articles of Incorporation were approved by its sole voting member, Good Samaritan Health Systems, Inc., on June 13, 1994.

ARTICLE

NAME

The name of this corporation shall be Intracoastal Health Corporation (hereinafter, the Corporation).

ARTICLE II

PURPOSES

This Corporation is organized not for profit and is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"), and the objects and purposes to be exclusively transacted and carried on are:

1. To establish, acquire, own, and act as a member or partner of entities which provide diagnostic, medical, surgical and hospital care, extended care, out-patient care and home care to sick, injured or disabled persons, in compliance with the Ethical and Religious Directives for Catholic Health Facilities as they are promulgated from time to time by the United States. Conference of Catholic Bishops and in the tradition of Good Samaritan Health Systems, Inc., as

a non-sectarian, community-based health care system, without regard to race, creed, color, sex, age or national origin.

- 2. To establish, acquire, own and act as a member or partner of entities which are engaged in activities reasonably related to providing diagnostic, medical, surgical and hospital care, extended care, out-patient and home care to sick, injured or disabled persons, in compliance with the Ethical and Religious Directives for Catholic Health Facilities as they are promulgated from time to time by the United States Conference of Catholic Bishops and in the tradition of Good Samaritan Health Systems, Inc., as a non-secturian, community-based health care system, without regard to race, creed, color, sex, age or national origin.
- 3. No part of the earnings of the Corporation shall inure to the benefit of any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), Director, or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), Director, or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.
- 4. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- 5. Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by any organizations, contributions to which are deductible under Sections 170(c)(2) and 2055(a) the Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.

ARTICLE III

POWERS

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its Member (as hereinafter defined), Directors, and Officers shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida, subject to the limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the Federal income tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended and by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of the Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.

ARTICLE IV

NONSTOCK CORPORATION

This Corporation shall not have or issue shares of stock; however, it may have and issue membership certificates which shall state prominently on the face of such certificate that the Corporation is a not-for-profit corporation.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT:

PRINCIPAL PLACE OF BUSINESS

The location of the Corporation's Registered Office and its principal place of business in this State is 1300 North Flagler Drive at Palm Beach Lakes Blvd., West Palm Beach, Florida, 33402; and the name of the Registered Agent of the Corporation is Valerie Goodwin Larcombe

at that address. The Board of Directors may from time to time move the Registered Office to any other street address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VI

MEMBERSHIP.

The sole member of the Corporation shall be Intracoastal Health Systems, Inc., a Florida not-for-profit corporation (hereinafter referred to as the "Member").

ARTICLE VII

TERM OF CORPORATE EXISTENCE

The term for which this Corporation shall exist is perpetual.

ARTICLE IX

DIRECTORS

The Board of Directors of this Corporation shall not be less in number than three (3) persons, nor more than the number of persons stated in the Bylaws. Directors shall be appointed as provided in the Bylaws. The initial Board of Directors shall hold office until the first ainual meeting of the Corporation and until his successor shall have been elected and qualified or his earlier resignation, removal from office, or death.

ARTICLE X

INDEMNIFICATION

The Corporation hereby indemnissier its Member, any officer or director made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

- Whether civil, criminal, administrative, or investigative, other than an action, suit, (a) or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.
- (b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Member, Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a member. director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

- 2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Member, Director or Officer seeks indemnification were properly incurred and that such Member, Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.
- The Corporation shall be entitled to assume the defense of any person seeking . 3. indemnification pursuant to the provisions of paragraph I(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph I(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.
- the powers of the Corporation to indemnify under applicable law.

ARTICLE XI

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The power to alter, amend or repeal these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation shall be vested only in the Member and shall be exercisable only as specifically provided for in the Bylaws of this Corporation.

IN WITNESS WHEREOF, the undersigned, being the President of Intracoastal Health Corporation, hereby acknowledges that these Amended and Restated Articles of Incorporation were approved by the Board of Directors of Intracoastal Health Corporation, on June 14, 1994.

William J. Byron,

President

STATE OF FLORIDA

COUNTY OF PALM BEACH

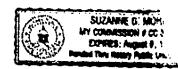
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared W. Lam J. Byron known to me and known by me to be the person who acknowledged before me that he executed these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this Oday of August, 1994.

(SEAL)

NOTÁRY PUBLÍC

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes, the following is submitted:

INTRACOASTAL HEALTH CORPORATION is organized as a corporation not for profit under the laws of the State of Florida, has designated 1300 North Flagler Drive at Palm Beach Lakes Blvd., West Palm Beach, Florida 33402, as its initial Registered Office and has named Valerie Goodwin Larcombe, located at said address, as its initial Registered Agent.

Ru.

Villiam J. Byron.

President

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named Registered Agent for the Corporation stated herein, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes relative to maintaining said office.

Β̈́ν:

Valerie Goodwin Larcombe Registered Agent

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CORPORATION

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