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OFFICE USE ONLY (Document #)

CARLTON FIELDS
(Requestor's Name)

(Address) Nancy Hurd
224-1585
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HORIZON HEALTHCARE ALLIANCE, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy articles
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
	Profit
xx	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

1-9
KAN

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ARTICLES OF INCORPORATION OF
HORIZON HEALTHCARE ALLIANCE, INC.

ARTICLE I
NAME

The name of the corporation is Horizon Healthcare Alliance, Inc. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 6201 N. Suncoast Boulevard, Crystal River, Florida 34428.

ARTICLE III
TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE IV
PURPOSE OF CORPORATION

This Corporation is organized as a Florida not for profit corporation. It shall not have the power to issue certificates of stock or declare dividends. Without in any way limiting the foregoing general purpose, the specific purpose of the Corporation shall be to arrange for the delivery of health care services through independent contracts with physicians, hospitals, physician-hospital organizations and other health care providers and/or with preferred provider health insurance organizations or arrangements, health maintenance organizations, corporate employee benefit plans, union benefit plans, prepared health plans and other managed care arrangements entered into on behalf of enrollees in or beneficiaries of such arrangements, and to engage in other activities that are necessary or beneficial in the delivery of health care services under such independent contracts or managed care arrangements. The Corporation shall also be empowered to engage in any or all lawful activities for which corporations may be organized under Chapter 617, Florida Statutes.

ARTICLE V
MEMBERSHIP

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

6.1 Number. The affairs of the Corporation are to be managed by a Board of Directors. The number of directors may be increased or decreased from time to time as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors.

6.2 Powers. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business of this Corporation.

6.3 Composition, Election, and Tenure. The members of the Board of Directors of the Corporation shall be nominated and elected in the manner as shall be fixed in the Bylaws from time to time. The initial Board of Directors shall consist of the following four (4) Hospital Directors who shall serve until their successor have been elected and have qualified::

HOSPITAL DIRECTORS

<u>Name</u>	<u>Address</u>
Frank Beirne	6201 N. Suncoast Boulevard Crystal River, Florida 32629
Joyce Brancato	6201 N. Suncoast Boulevard Crystal River, Florida 32629
John Bartlett	2701 Rocky Point Drive, Suite 700 Tampa, Florida 33607
Frank Tidikis	2701 Rocky Point Drive, Suite 700 Tampa, Florida 33607

ARTICLE VII
BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of this Corporation shall be vested solely in the Board of Directors of the Corporation, as specified in the Bylaws.

ARTICLE VIII
AMENDMENTS TO ARTICLES OF INCORPORATION

The power to alter, amend or repeal these Articles of Incorporation shall be vested solely in the Board of Directors of the Corporation, as specified in the Bylaws.

**ARTICLE IX
INCORPORATOR**

The name and street address of the incorporator is:

Michael J. Nolan
One Harbour Place, Suite 500
Tampa, Florida 33602

**ARTICLE X
REGISTERED AGENT**

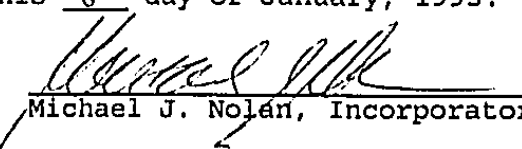
The name and street address of the registered agent is:

Michael J. Nolan
One Harbour Place, Suite 500
Tampa, Florida 33602

**ARTICLE XI
INDEMNIFICATION**

Every person who now is or hereafter shall be a Member, Director, or Officer of the Corporation to the fullest extent now or hereafter permitted by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 6th day of January, 1995.



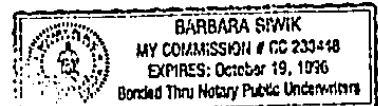
Michael J. Nolan, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing articles of incorporation were acknowledged before me this 6 day of January, 1995, by Michael J. Nolan as incorporator, who is known personally by me.



Notary Public
My Commission Expires:
(Seal)



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 and accept the duties and obligations of my position as registered agent.

Dated this 6th day of January, 1995.



Michael J. Nolan,
Registered Agent

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 DEC 24 AM 10:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOCUMENT # **N95000000098**

1 Corporation Name
HORIZON HEALTHCARE ALLIANCE, INC.

Principal Place of Business	Mailing Address
6201 N. SUNCOAST BLVD. CRYSTAL RIVER FL 34428	6201 N. SUNCOAST BLVD. CRYSTAL RIVER FL 34428



REINSTATEMENT *9600*

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2 New Principal Office Address, If Applicable		3 New Mailing Office Address, If Applicable	
Suite, Apt. #, etc.	City & State	Suite, Apt. #, etc.	City & State
Zip	Country	Zip	Country

4. Date Incorporated or Qualified To Do Business in Florida: **01/09/1995**

5. FEI Number: Applied For Not Applicable

6. CERTIFICATE OF STATUS DESIRED **SR 75 Additional Fee required for a Certificate of Status**

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
D	BEIRNE, FRANK Michael L. Collins	6201 N. SUNCOAST BLVD.	CRYSTAL RIVER FL 34428
D	BRANCATO, JOYCE Joyce Brancato	6201 N. SUNCOAST BLVD.	CRYSTAL RIVER FL 34428
D	BARLETT, JOHN Don Steigman	2701 ROCKY POINT DR., SUITE 700 500 W. Cypress Creek Rd., Suite 500	TAMPA-FL-33607 Ft. Lauderdale, FL 33309
D	TRONIG, FRANK Mark Bryan	2701 ROCKY POINT DR., SUITE 700 500 W. Cypress Creek Rd., Suite 500	TAMPA-FL-33607 Ft. Lauderdale, FL 33309
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8. Name and Address of Current Registered Agent

NOLAN, MICHAEL J
- ONE HARBOUR PLACE
- SUITE 500
- TAMPA FL 33602

9. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
777 S. Harbour Island Boulevard
Suite, Apt. #, Etc.
One Harbour Place, Suite 500
City
Tampa State **FL** Zip Code **33602**

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent: *[Signature]* REGISTERED AGENT MUST SIGN Date: **10/23/96**

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No (See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: *[Signature]* Director Date: **12/20/96** (352) 795-8365
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone