

1201 HAYS STREET

TALLAHASSEE, FL 32310

904-321-9933 FAX

800-342-8086



**NP500002454**

T ACCOUNT NO. : 072100000032

REFERENCE : 603533 4135A

AUTHORIZATION :

*Patricia Pyatt*

COST LIMIT : \$ 122.50

ORDER DATE : May 23, 1995

ORDER TIME : 10:19 AM

700001496587

ORDER NO. : 603533

CUSTOMER NO: 4135A

CUSTOMER: Ana Salas, Esq  
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000  
200 S. Biscayne Boulevard  
Miami, FL 33131-2398

DOMESTIC FILING

NAME: MEDICAM, INC.

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

RECEIVED  
SS MAY 23 AM 10:40  
DIVISION OF CORPORATION

FILED  
95 MAY 23 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN MAY 23 1995

ARTICLES OF INCORPORATION

of

MEDICAM, INC.

(A Florida Not-For-Profit Corporation)

FILED  
95 MAY 23 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I  
NAME

The name of this corporation shall be Medicam, Inc. (hereinafter called the "Corporation").

Article II  
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office of the Corporation is 1454 W. Marlison Street, Immokalee, Florida 33934; and the mailing address of the Corporation is 851 Fifth Avenue South, Suite 301, Naples, Florida 33940.

Article III  
PURPOSE

This Corporation is a not-for-profit corporation, organized for the purpose of forming and maintaining a health maintenance organization, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

Article IV  
MEMBERSHIP

The qualifications and requirements for membership in the Corporation shall be regulated by the Bylaws.

Article V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2660 Airport Road South, Naples, Florida 33962; and the name of the Corporation's initial registered agent at that address is Thomas R. Brown, Esq.

Article VI  
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

William G. Crone	John N. Briggs, M.D.
350 7th Street North	122 Ridge Drive
Naples, Florida 33940	Naples, Florida 33940

Edward A. Morton  
350 7th Street North  
Naples, Florida 33940

Article VII  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Edward A. Morton  
350 7th Street North  
Naples, Florida 33940

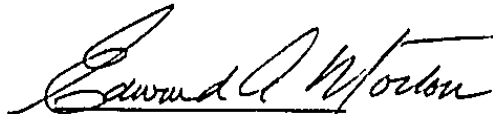
Article VIII  
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and which has established its tax exempt status under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Article IX  
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this \_\_\_\_ day of May, 1995.

A handwritten signature in cursive script, appearing to read "Edward A. Morton", is written over a horizontal line.

Edward A. Morton  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
95 MAY 23 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


**WITNESSETH:**

That Medicam, Inc., desiring to organize under the laws of the State of Florida,  
has named Thomas R. Brown, Esq. located at 2660 Airport Road South, Naples,  
Florida 33962, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated  
corporation, at the place designated in this certificate, 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, and I accept the duties and obligations  
of Section 617.0501, Florida Statutes.

Dated this 18 day of May, 1995.

  
Thomas R. Brown, Esq.,  
Registered Agent

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0100 FAX

000-342-8086



N95000002454

ACCOUNT NO. : 072100000032

REFERENCE : 669766 4135A

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Pyzik*

ORDER DATE : August 28, 1995

ORDER TIME : 8:46 AM

ORDER NO. : 669766

000001571010

CUSTOMER NO: 4135A

CUSTOMER: Ana Salas, Esq  
Steel Hector & Davis  
41st Floor, Ste. 4000  
200 S. Biscayne Boulevard  
Miami, FL 33131-2398

FILED  
95 AUG 28 PM 2:18  
RECEIVED  
95 AUG 28 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: MEDICAM, INC.

XX ARTICLES OF AMENDMENT AND RESTATE ARTICLE OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

*8/28*  
*Amended*  
*+ Restated*  
*C.C.*

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MEDICAM, INC.

FILED  
95 AUG 28 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, Medicam, Inc., a Florida corporation (the "Corporation"), certifies that:

(1) The original Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on May 23, 1995.

(2) This Corporation has no members. These Amended and Restated Articles of Incorporation were adopted and approved by written consent of the Board of Directors of the Corporation on August 18, 1995.

(3) These Amended and Restated Articles of Incorporation of the Corporation shall supersede the original articles of incorporation and all amendments thereto.

The text of the Articles of Incorporation of the Corporation, as amended is hereby amended and restated in its entirety, effective as of the date of filing with the Secretary of State of Florida, to read as follows:

Article I  
NAME

The name of this corporation shall be Medicam, Inc. (hereinafter called the "Corporation").

Article II  
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street and mailing address of the principal office of the Corporation is 1454 Madison Avenue, Immokalee, Florida 33934-2200.

Article III  
PURPOSE

This Corporation is a not-for-profit corporation, organized for the purpose of forming and maintaining a health maintenance organization, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

Article IV  
MEMBERSHIP

The qualifications and requirements for membership in the Corporation shall be regulated by the Bylaws.

Article V  
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 2660 Airport Road South, Naples, Florida 33962; and the name of the Corporation's registered agent at that address is Thomas R. Brown, Esq.

Article VI  
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the persons who shall serve as the directors of the Corporation are as follows:

Carroll Pratt  
1404 Santa Rosa Ave.  
Immokalee, FL 33934

Margaret Diaz  
P.O. Box 924  
Immokalee, FL 33934

Maria Alicia Delarosa  
221 North Fourth Street  
Immokalee, FL 33934

Leon Eisenbud  
226 Lely Beach Blvd.  
Bonita Springs, FL 33923

Leo Salvatori  
4501 N. Tamiami Trail  
Suite 300  
Naples, FL 33940

Charles Rossbach  
201 Eight Street South #309  
Naples, FL 33940

Warren Bachelor  
RT. 1, Lot 20A  
Immokalee, FL 33934

Annuel LeBrun  
402 Fahrney Street  
Immokalee, FL 33934

Joseph Matthews  
1111 East Main Street  
Immokalee, FL 33934



**Article VII**  
**DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and which has established its tax exempt status under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

**Article VIII**  
**LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation on this 18 day of August, 1995.



Carroll Pratt  
Chairman of the Board and  
President

State of Florida  
County of Collier

Before me personally appeared Carroll Pratt, who is known to me as the person who executed this document on this 18 day of August, 1995.

MIAMI/176390-1



Notary Public

