

1201 HAYS STREET

807-342-8077



N9600001199

ACI INC : 072100000032

REFERENCE : 640969 4656A

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 122.50

ORDER DATE : July 13, 1995

ORDER TIME : 10:31 AM

ORDER NO. : 640969

000001537000

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: FLORIDA KEYS PROFESSIONAL
SERVICES, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

T. BROWN JUL 13 1995

FILED
95 JUL 13 PM 6:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA KEYS PROFESSIONAL SERVICES, INC.
(A Florida Corporation Not For Profit)

FILED
95 JUL 13 PM 6 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is FLORIDA KEYS PROFESSIONAL SERVICES, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation shall be: 5900 College Road, Key West, Florida 33040.

ARTICLE III

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IV

The Corporation is organized exclusively for charitable, benevolent, religious, educational, civic and scientific purposes, including but not limited to providing health care services and operating health care facilities.

ARTICLE V

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

ARTICLE VI

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than five (5). The number and method

GREENBERG

ATTORNEYS AT LAW

TRAUBIG

Leonard J. Adler
Fernando C. Alonso
Cesar L. Alvarez
Liliana Armas
Daniel H. Aronson
David C. Ashburn
Charles M. Auslander
Fred W. Baggett
Kerri L. Barnh
Hilarie Bass
V. Dawn Beighey
Norman J. Benford
Dale S. Bergman
Paul Berkowitz
Bridget Berry
Mark F. Bideau
Lorence Jon Bielby
Mark D. Bloom
Reginald L. Bouthillier, Jr.
Howard Bregman
Blake D. Bringgold
Francis B. Bragan, Jr.
Durt Bruton
Bernardo Burstein
Joseph A. Carballo
Diane Wagner Carr
David R. Chase
Michael J. Cherniga
Ary Choueke
Sue M. Cobb

C. Deryl Couch
Miguel A. De Grandy
Alan T. Dimond
Trini L. Donato
Lucia A. Dougherty
Candace R. Duff
William B. Eck
Kenneth Edelman
Arthur J. England, Jr.
Gary M. Epstein
Elvira A. Escribano
Henry H. (Bucky) Fox
Jorge L. Freeland
Jeffrey R. Fried
Robin F. Frydman
Robert C. Gang
Richard G. Garrett
Brian K. Gart
David J. George
Jeffrey Gilbert
Laurie L. Gildan
Bruce H. Giles-Klein
Richard J. Giusto
Lawrence Godofsky
Joel K. Goldman
Steven E. Goldman
Glenn E. Goldstein
Joseph G. Goldstein
Steven S. Goodman
Matthew B. Gerson

Dianne Greenberg
Melvin N. Greenberg
Robert L. Grossman
Barbara A. Hall
Paige A. Harper
Fred F. Harris, Jr.
Steven M. Helfman
Alberto M. Hernandez
Jeffrey A. Hirsch
Kenneth C. Hoffman
Larry J. Hoffman
Kenneth A. Horky
John Harrison Hough
Gerald J. Houlihan
Andrew Hulsh
John B. Hutton
Keith A. James
Martin Kalb
Steven M. Katzman
David S. Kenin
Holly W. Kimmel
Steven J. Kravitz
J. D. Boone Kuersteiner
Christopher L. Kurzer
Ronald C. LaFace
Gustavo J. Lamelas
Steven A. Landy
Steven B. Lapidus
Nancy B. Lash
Moashe M. Lehrfield

James P. S. Leshaw
Marc S. Levin
Oscar Levin
Michael P. Levinson
Norman H. Lipoff
Carlos E. Loumiet
Juan P. Loumiet
Bruce E. Macdonough
Robert P. Macina
Alfred J. Malefatto
Samantha D. Mulloy
Fernando Margarit
Ines Marrero-Priego
Enrique J. Martin
Roberto Martinez
Pedro J. Martinez-Fraga
Joel D. Maser
Juan J. Mayul, Jr.
Craig T. McClung
Robert R. McDonald
Maury R. Olicker
Rebecca R. Orand
Debbie M. Orshesky
Aileen Ortega
A. Fricner Pardo
Stevan J. Pardo
Rose Parish-Ramon
Michael G. Park
Marshall R. Pasternack
Sylvia S. Penney

Sheldon S. Polish
Roberto R. Pupo
Albert D. Quentel
Vivian Pazos Quiruga
C. Ryan Reetz
Mark J. Reisman
Barry Scott Richard
Douglas J. Rillstone
Andres Rivero
A. Jeffrey Robinson
Kenneth B. Robinson
Raquel A. Rodriguez
Alan H. Rolnick
Marvin S. Rosen
Richard A. Rosenbaum
Ronald M. Rosengarten
David L. Ross
Stephen D. Sanford
Gary A. Saul
Elliot H. Scherker
Mark P. Schnapp
Clifford A. Schulman
Randy J. Shaw
Paul A. Shelowitz
Brian J. Sherr
Marlene K. Silverman
Holly R. Skolnick
Charles E. Stiver, Jr.
Joel L. Stocker
Douglas R. Thurnburg

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Keith Wasserstrom
Jeffrey Weithorn
David E. Wells
Bradford D. West
Howard W. Whitaker
Jerrold A. Wish
Timothy D. Wolfe
Linda G. Worton
Julie A. Zahniser

T. Wayne Davis, of Counsel
Arnold J. Hoffman, of Counsel
Patrick T. O'Brien, of Counsel
Allan Salovin, of Counsel
Paul E. Shapiro, of Counsel
H. Allan Shore, of Counsel
Craig E. Stein, of Counsel
Marc M. Watson, of Counsel
Julie A.S. Williamson, of Counsel
Zachary H. Wolff, Retired

Elizabeth C. Galvin, L.A.
305-789-5449

July 12, 1995

Florida Division of Corporations
FOREIGN & NON-PROFIT SECTION
P. O. Box 6327
Tallahassee, Florida 32314

RE: FLORIDA KEYS PROFESSIONAL SERVICES, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned NOT-FOR-PROFIT corporation.

Also enclosed is our check in the amount of \$122.50 to cover the cost of the filing and one certified copy.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,

GREENBERG TRAUBIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131 305-579-0500 FAX 305-579-0717
MIAMI FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE
NEW YORK WASHINGTON, D.C.

of election of the directors of the Corporation shall be as stated in the bylaws. The number constituting the initial Board of Directors is five (5). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Roberto Sanchez
780 N.W. LeJeune Road, Suite 616
Miami, Florida 33126

James K. Simon
P.O. Box 9107
Key West, Florida 33041

Robin Lockwood, M.D.
1111 12th Street, Suite 112
Key West, Florida 33040

Peggy Grant
410 County Road
Key West, Florida 33040

Jack T. Murray
1421 12th Street
Key West, Florida 33040

ARTICLE VII

The Corporation shall have one member.

ARTICLE VIII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 the purposes set forth in Article IV hereof.

ARTICLE IX

The bylaws may be amended, altered, or repealed and new bylaws may be adopted only by the affirmative vote of a majority of the entire Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE X

The Articles of Incorporation shall be amended only by the affirmative vote of the majority of the entire Board of Directors.

ARTICLE XI

The street address of the Corporation's initial registered office is 5900 College Road, Key West, Florida 33040, and the name of its initial registered agent at such office is James K. Simon.

ARTICLE XII

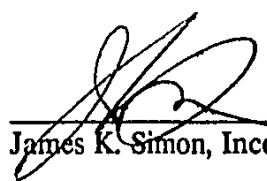
The names and addresses of the incorporators of the Corporation are as follows:

Roberto Sanchez
780 N.W. LeJeune Road, Suite 616
Miami, Florida 33126

James K. Simon
P.O. Box 9107
Key West, Florida 33401

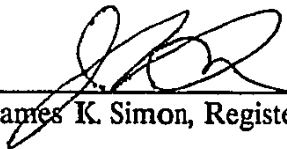
Robin Lockwood, M.D.
1111 12th Street, Suite 112
Key West, Florida 33040

DATED: July 11, 1995.


James K. Simon, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FLORIDA KEYS PROFESSIONAL SERVICES, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



James K. Simon, Registered Agent

Date: July 11, 1995

FILED
95 JUL 13 PM 6 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96000003291



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

SRC

7-0293

June 20, 1996

WANDA DELITE CASEY
6820 BENJAMIN ROAD, STE. 8
TAMPA, FL 33634

SUBJECT: PAC HOUSE, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT corporation. Please be advised, we have corrected our records to reflect this corporation as a NONPROFIT corporation and assigned new document number N96000003291 with the original file date of November 21, 1995.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Sharon Tala
Document Specialist Supervisor
New Filings Section

Letter number: 296A00030710