

N96000001199

Articles of Incorporation

600002565286--2

Filed 7-13-95

(Not on Film)

6pgs.

1201 HAYS STREET

800-342-80



networks

PRESTON HALL
LEGAL & FINANCIAL SERVICES

ACF

INC

: 072100000032

REFERENCE : 640969 4656A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizot

ORDER DATE : July 13, 1995

ORDER TIME : 10:31 AM

ORDER NO. : 640969

000001537000

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAUB 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

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

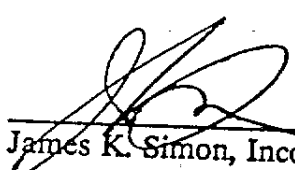
The names and addresses of the incorporators of the Corporation are as follows:

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