FROM N96000049

3/06/96 FLORIDA DIVISION OF CORPORATIONS 10:30 AM
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(((H96000003162))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: MAHONEY ADAMS & CRITSER, P.A.
50 N LAURA ST
3400 BARNETT CENTER
JACKSONVILLE FL 32202-
CONTACT: CORINNE P MCCLURE
PHONE: (904) 354-1100
FAX: (904) 798-2661

(((H96000003162)))
DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: MID-FLORIDA WOMEN'S HEALTH SERVICES NETWORK, INC.
FAX AUDIT NUMBER: H96000003162
CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/06/1996
TIME REQUESTED: 10:29:50
CERTIFIED COPIES: 0
CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5
METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: $70.00
ACCOUNT NUMBER: 076226003514

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ENTER SELECTION AND <CR>:

MAC No. 17020.101

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96 MAR -6 PM 2:33
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TALLAHASSEE, FLORIDA

3/6

H96000003162

FILED
96 MAR -5 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MID-FLORIDA WOMEN'S HEALTH SERVICES NETWORK, INC.

ARTICLES

March 4, 1996

The undersigned, acting as incorporator of MID-FLORIDA WOMEN'S HEALTH SERVICES NETWORK, INC. ("Corporation"), under Chapter 617 of the the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
Name and Duration

A. The name of the Corporation is Mid-Florida Women's Health Services Network, Inc.

B. The duration of the Corporation is perpetual, with the effective date upon which this Corporation comes into existence being the date these Articles are filed with the Secretary of State.

ARTICLE II
Powers and Purpose

This Corporation is organized as a Florida not for profit Corporation, pursuant to and shall possess all of the powers enumerated in, Chapter 617, Florida Statutes (1993), for the purpose of administering the matching of skilled providers of obstetrical and gynecological services to greater Orlando and adjacent mid Florida areas with health care purchasers who desire their services.

ARTICLE III
Principal Office and Mailing Address

The principal place of business and mailing address of the Corporation shall be:

Mid-Florida Women's Health Services Network, Inc.
1925 Mizell Avenue, Suite 206
Winter Park, Florida 32792

Covered by Standard Non-Disclosure, Non-Compete Agreement.

repared by:

inda S.R. Gemind, Esq.
ahoney Adams & Criser, P.A.
ost Office Box 4099
acksonville, FL 32201
904) 354-1100
la. Bar No. 0848352

ARTICLE IV
Members

The Corporation will have members. Membership shall not be evidenced by membership certificates.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is:

50 North Laura Street
Suite 3400
Jacksonville, FL 322002

and the name of the Corporation's initial registered agent at the address is:

RAX CO.

ARTICLE VI
Incorporator

The name and address of the incorporator of the Corporation is:

Name	Address
Wayne W. Adams	501 Park Avenue Belleair, Florida 34616

ARTICLE VII
Board of Directors

A. All affairs of the Corporation shall be managed by a Board of Directors.

B. The method of election, resignation, filling vacancies, removing, and term(s) of directors shall be as determined by the Bylaws of the Corporation.

C. This Corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than four (4).

The names and addresses of the initial Board of Directors (alphabetically) are as follows:

	Name:	Address:
1.	Ted E. Manos, M.D.	1925 Mizell Avenue, Suite #206 Winter Park, Florida 32792
2.	Ladislav V. Smyk, M.D.	1170 South Semoran Boulevard Orlando, Florida 32807
3.	Randy S. Tompkins, M.D.	1450 State Road 434, Suite #116 Longwood, FL 32750
4.	Thomas S. Young, M.D.	1925 Mizell Avenue, Suite #200 Winter Park, Florida 32792

ARTICLE VIII
Compensation

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 II hereof.

ARTICLE IX
Immunity

The directors of the Corporation shall be immune from liability to the Corporation to the fullest extent permitted by law.

ARTICLE X
Indemnification

The Corporation shall indemnify each officer and director of the Corporation, and may indemnify any other person, to the maximum extent permitted by the Florida Not for Profit Corporation Act and other applicable laws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this fourth day of March, 1996.

Wayne W. Adams, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617, Florida Statutes (1993), Mid-Florida Women's Health Services Network, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is Mid-Florida Women's Health Services Network, Inc.

2. The name and address of the registered agent and office are:

RAX CO. 50 North Laura Street
Suite 3400
Jacksonville, FL 322002

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TALLAHASSEE FLORIDA

Wayne W. Adams
Wayne W. Adams, Incorporator

March 4, 1996
Date

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, RAX CO. hereby accepts the appointment as registered agent and agrees to act in this capacity. RAX CO. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and RAX CO. is familiar with and accepts the obligations of its position as registered agent.

RAX CO.

By: _____

Date

APR 21 '97 13:17 FR MAHONEY ADAMS CRISER 904 790 2690 TO 1516522*102#9190 P.01/03

N96000001249

4/21/97 FLORIDA DIVISION OF CORPORATIONS 10:36 AM
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

(((H97000006404 2)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: MAHONEY ADAMS & CRISER, P.A. ACCT#: 076226003514
CONTACT: CORINNE P MCCLURE
PHONE: (904)354-1100 FAX #: (904)790-2697

NAME: MID-FLORIDA WOMEN'S HEALTH SERVICES NETWORK,
AUDIT NUMBER.....H97000006404
DOC TYPE.....DISSOLUTION
CERT. OF STATUS..0 PAGES..... 1
CERT. COPIES.....0 DEL.METHOD.. FAX
RST.CHARGE.. $35.00

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MAC No. 16522.102

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97 APR 21 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 APR 21 PM 1:39
DIVISION OF CORPORATIONS

H97000006404

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1997

MID-FLORIDA WOMEN'S HEALTH SERVICES NETWORK, INC.
1925 MIZELL AVENUE
SUITE 206
WINTER PARK, FL 32792

SUBJECT: MID-FLORIDA WOMEN'S HEALTH SERVICES NETWORK, INC
REF: N96000001249

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document should include a statement that the dissolution was approved by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: H97000006404
Letter Number: 597A00020286

H97000006404

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** ENTER 'M' FOR MENU. **

MAC No. 16522.102

H97000006404

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 617.1403
OF THE FLORIDA STATUTES

MID-FLORIDA WOMEN'S HEALTH SERVICES NETWORK, INC.

Pursuant to the provisions of Section 617.1403 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is MID-FLORIDA WOMEN'S HEALTH SERVICES NETWORK, INC.

2. Dissolution was authorized and approved on 28 August 1996 by the Board of Directors.

3. Members are not entitled to vote on dissolution.

MID-FLORIDA WOMEN'S HEALTH SERVICES NETWORK, INC.

By: Ted E Manos
Ted E. Manos, M.D., President

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97 APR 21 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Prepared by Linda S. Gemind, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Florida Bar No. 0848352