

N 96000004750

1201 HAYS STREET
MIAMI, FL 33131-4335
(305) 371-1991
(305) 371-1991



PROTECTING
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 083495 4369500

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 122.50

ORDER DATE : September 12, 1996

ORDER TIME : 11:44 AM

ORDER NO. : 083495

CUSTOMER NO: 4369500

300001945763

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT, WILL & EMERY
201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

DOMESTIC FILING

NAME: PANHANDLE HEALTH SYSTEMS, INC.

EFFECTIVE DATE:

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: Clint Fuhrman

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 12 PM 2:51

RECEIVED
SEP 12 PM 12:11
DIVISION OF CORPORATIONS

9/12/96

ARTICLES OF INCORPORATION
OF
PANHANDLE HEALTH SYSTEMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 12 PM 2:51

The undersigned, acting as incorporator of PANHANDLE HEALTH SYSTEMS, INC., under the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, adopts the following articles of incorporation:

ARTICLE I. NAME

The name of this corporation is PANHANDLE HEALTH SYSTEMS, INC. (the "Corporation").

ARTICLE II. COMMENCEMENT OF EXISTENCE AND TERM

The Corporation's existence shall begin on the date of filing of these articles of incorporation. The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 12 PM 3:55

ARTICLE III. INCORPORATOR

The name and street address of the incorporator are as follows: Michael Weinstein, FACHE, Managed Care Planning Associates, One Concourse Parkway, Suite 775, Atlanta, Georgia 30328.

ARTICLE IV. PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is: Tallahassee Memorial Regional Medical Center, Magnolia Drive & Miccosukee Road, Tallahassee, Florida 32308, Attention: Duncan Y. Moore, President/C.E.O. The street address of the initial mailing address of the Corporation is: Tallahassee Memorial Regional Medical Center, Magnolia Drive & Miccosukee Road, Tallahassee, Florida 32308, Attention: Duncan Y. Moore, President/C.E.O.

ARTICLE V. PURPOSE

The purpose of the Corporation is to arrange for the delivery of health care services through an integrated delivery system composed of independent physician associations, hospitals, and other health care providers and through managed care agreements with preferred provider health insurance organizations, exclusive provider organizations, health maintenance organizations, corporate employee benefit plans, union benefit plans, prepaid health plans, insurance companies, third-party administrators, employers, and other managed care payors and arrangements, pursuant to which the integrated delivery system will provide health care services to enrollees in or beneficiaries of such payors' health benefit plans. The Corporation shall also engage in other activities which are necessary or beneficial in the delivery of health care services under such independent contracts or managed care arrangements.

The Corporation is also empowered to engage in any or all lawful activities for which corporations may be organized under the Florida Not-For-Profit Corporation Act and which the Members, as hereinafter defined, or the Board of Directors, pursuant to the terms of the Bylaws of the Corporation, may deem to be in the best interests of the Corporation, and to do all other things deemed by the Members, or the Board of Directors, pursuant to the terms of the Bylaws of the Corporation, to be necessary or desirable in connection with any of the Corporation's businesses.

ARTICLE VI. DISTRIBUTION OF ASSETS

No dividends shall be declared and no part of the income, profit or net earnings of the Corporation shall at any time be paid to any Officer, Director, or Member of the Corporation, or to any other person whomsoever, as a dividend or other distribution of the assets or profits of the Corporation. Notwithstanding the foregoing, the Corporation is and shall be authorized to pay its employees or independent contractors reasonable compensation for services actually rendered by such employees or independent contractors, regardless of whether such employees or independent contractors are also Directors or Officers of the Corporation.

ARTICLE VII. BOARD OF DIRECTORS

Subject to the requirements of the Bylaws and applicable law, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of

Directors. The manner in which the Directors are to be elected or appointed is as stated in the Bylaws and the initial Directors shall be as stated in the Organizational Action of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time in the manner provided by the Bylaws.

ARTICLE VIII. MEMBERS

The Corporation shall have members (the "Members"). The Corporation may be divided into such classes of Members as may be provided in the Bylaws of the Corporation. The designation of each class of Members, the qualifications and rights of Members of each class, and the conferring, limiting or denying of the right to vote shall be as provided in the Bylaws of the Corporation.

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. BYLAWS

The Bylaws of the Corporation shall be initially adopted by the initial Board of Directors. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed, pursuant to the terms of the Bylaws.

ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended pursuant to the terms of the Bylaws.

ARTICLE XII. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 10 day of September, 1996, for the purpose of forming this not-for-profit Corporation under the laws of the State of Florida.



MICHAEL WEINSTEIN, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

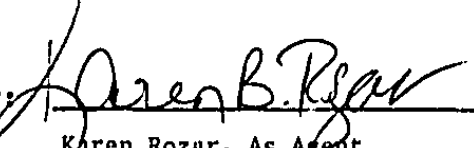
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 12 PM 2:51

Having been named to accept service of process for
PANHANDLE HEALTH SYSTEMS, INC. at the place designated in the
foregoing Articles of Incorporation, I hereby am familiar with and
agree to act in this capacity and further agree to comply with the
provisions of all statutes relative to the proper and complete
performance of my duties as registered agent for said corporation.

Dated this 12 day of September, 1996.

CORPORATION SERVICE COMPANY

By:


Karen Rozar, As Agent

[printed name]