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WRITER'S DIRECT LINE

December 2, 1999

Florida Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: SMH GERIATICS, INC.

100003062531--2
-12/06/99--01133--012
*****78.75 *****78.75

Dear Sir/Madame:

Enclosed please find duplicate originals of the Articles of Incorporation of SMH Geriatrics, Inc. Please file these articles as quickly as possible. Then, using our original, please provide a certified copy and return it to our office via regular US mail. We also enclose our check made payable to Secretary of State in the amount of \$78.75 to cover the fees for this transaction.

Thank you very much, and should any problems arise in connection with this filing, please contact the undersigned immediately.

Very truly yours,

Lisa Folis

Lisa Folis
Corporate Paralegal

1999 DEC -6 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAF/encl-377023

Lisa Folis GAVE
AUTHORIZATION BY PHONE TO
CORRECT 4
DATE 12-7-99
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SMH GERIATRICS, INC.
(A Corporation Not For Profit)**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

ARTICLE 1: NAME AND ADDRESS OF CORPORATION

- 1.1 Name. The name of this corporation shall be SMH Geriatrics, Inc. (the "Corporation").
- 1.2 Principal Address. The principal address of the Corporation shall be 1700 South Tamiami Trail, Sarasota, Florida 34239.
- 1.3 Mailing Address. The mailing address of the Corporation shall be 200 South Orange Avenue, Sarasota, Florida 34236.

ARTICLE 2: PURPOSES AND POWERS

2.1 General Purposes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The general nature, objects and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for charitable purposes, including the rendering of health care and related services on a nonprofit basis for the community and civic good in Sarasota County, Florida.

2.2 General Powers. The Corporation, in order to carry out its purposes, shall have, except as otherwise limited by the Articles or the Bylaws of the Corporation as amended from time to time, all of the powers now or hereafter granted to it by the laws of the State of Florida, including the power to do all things and perform all acts which are or become necessary and proper in connection with carrying out the foregoing purposes.

2.3 Prohibitions on Power. 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 3: MEMBERSHIP

The Corporation shall have no members.

ARTICLE 4: BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of the members of the Sarasota County Public Hospital Board. The directors will be elected as stated in the by-laws.

ARTICLE 5: CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual, unless dissolved according to law.

ARTICLE 6: BYLAWS

The Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the Board of Directors in the manner provided by such Bylaws.

ARTICLE 7: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 200 South Orange Avenue, Sarasota, Florida 34236, and the name of the initial registered agent of the Corporation at that address is J. Hugh Middlebrooks.

ARTICLE 8: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is J. Hugh Middlebrooks, 200 South Orange Avenue, Sarasota, Florida 34236.

ARTICLE 9: DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to (i) the Sarasota County Public Hospital Board or (ii) to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

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TALLAHASSEE, FLORIDA

ARTICLE 10: AMENDMENT


The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of December, 1999.


J. Hugh Middlebrooks
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby consents to the appointment as Registered Agent of SMH Geriatrics, Inc. to accept service of process upon said corporation in this state. By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.


J. Hugh Middlebrooks
Registered Agent

JHM-376670.1