

P01000112255

Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : MATEER & HARBERT, P.A.
Account Number : I19990000161
Phone : (407) 425-9044
Fax Number : (407) 423-2016

FLORIDA PROFIT CORPORATION OR P.A.

PROHEALTH MEDICAL OF PALM BEACH, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04 (5)
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight NOV 27 2001

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ARTICLES OF INCORPORATION

OF

PROHEALTH MEDICAL OF PALM BEACH, INC.

ARTICLE I

The name of this Corporation is PROHEALTH MEDICAL OF PALM BEACH, INC.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 100 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

ARTICLE IV

The street address and the mailing address of the place of business of the Corporation is 500 Winderly Place, Suite 224, Maitland, Florida 32751. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is Lawrence J. Phalin.

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ARTICLE V

The number of Directors constituting the initial Board of Directors is three. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

<u>Name</u>	<u>Address</u>
Michael R. MacLeay	2100 Silver Leaf Court Longwood, Florida 32779
H. Stephen Garner	403 Spring Valley Lane Altamonte Springs, Florida 32714
Stephen C. Vogt	1711 Barcelona Way Winter Park, Florida 32789

ARTICLE VI

The name and address of the incorporator is Lawrence J. Phalin, 225 East Robinson Street, Suite 600, Orlando, Florida 32801.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

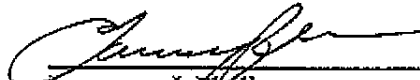
The Corporation, its shareholders, or any combination of the Corporation and its shareholders may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements,

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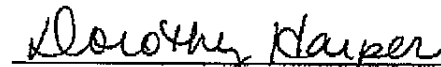
and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: November 27, 2001.


Lawrence J. Phalin

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on November 27, 2001, by Lawrence J. Phalin. He is personally known to me or has produced _____ (type of identification) as identification.


Name: Dorothy Harper
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:



Dorothy Harper
MY COMMISSION # . CC369749 EXPIRES
November 8, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

That PROHEALTH MEDICAL OF PALM BEACH, INC. desiring to organize under the
laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at
500 Winderly Place, Suite 224, Maitland, Florida 32751, Seminole County, State of Florida, has
named Lawrence J. Phalin as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.


Lawrence J. Phalin
(Registered Agent)

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