

**P02000038754**

STONE & GERKEN, P.A.

ATTORNEYS AT LAW

4850 N. Highway 19A  
Mt. Dora, Florida 32757  
(352) 357-0330  
Fax (352) 357-2474

LEWIS W. STONE  
SCOTT A. GERKEN  
JASON E. MERRITT

MAILING ADDRESS:  
Post Office Drawer 2048  
Eustis, Florida 32727-2048

April 2, 2002

Via Federal Express

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

700005188817--3  
-04/03/02--01032--009  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Hospital Care Associates, P.A.

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is a check in the amount of \$122.50 which represents your filing fee for the Articles of Incorporation, Designation of the Acceptance by Registered Agent and certified copy of the Articles of Incorporation.

Thank you for your assistance and cooperation in this matter.

Very truly yours,

  
Lewis W. Stone

LWS:dm  
Enclosures

xc: Matthew P. Castner, D.O.

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
02 APR -3 AM 10:38

4-10-02  
WC

ARTICLES OF INCORPORATION  
OF  
HOSPITAL CARE ASSOCIATES, P.A.

The Undersigned, acting as incorporator of a corporation under the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is HOSPITAL CARE ASSOCIATES, P.A.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the corporation is organized is the practice of medicine.

ARTICLE IV - STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock.

Initial Issue. Five Hundred (500) shares of Capital Stock of the corporation shall be issued.

Stated capital. The sum of the issue value of all shares of Capital of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holder of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

Transfer. Transfer of shares of stock shall be restricted pursuant to the Professional Service Corporation Act.

FILED STATE'S  
SECRETARY OF CORPORATIONS  
02 APR -3 4:10:38

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V - ADDRESS

The initial street address in Florida of the principal office of the corporation is 33321 E. Lake Joanna Drive, Eustis, Florida 32736. The mailing address for the corporation is Post Office Box 1411, Eustis, Florida 32727-1411.

ARTICLE VI - DIRECTORS

The initial board of directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII - DIRECTORS ADDRESS

The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until his successor(s) shall have been elected and qualified is as follows:

NAME

ADDRESS

Matthew P. Castner, D.O.

33321 E. Lake Joanna Drive  
Eustis, Florida 32736

ARTICLE VIII - INCORPORATOR

NAME

ADDRESS

Matthew P. Castner, D.O.

33321 E. Lake Joanna Drive  
Eustis, Florida 32736


ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors, that said shareholder intends to cumulate his votes at said election.

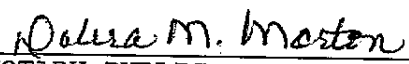
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Mount Dora, Florida on the 2 day of April, 2002.

  
MATTHEW P. CASTNER, D.O.  
Incorporator

STATE OF FLORIDA  
COUNTY OF LAKE

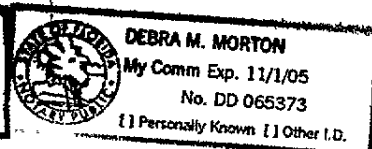
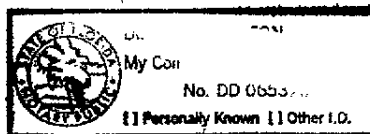
Before me, the undersigned authority, personally appeared MATTHEW P. CASTNER, D.O., who produced Florida Driver's License as identification and who is known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily, without taking an oath, acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand, in said County and State this 2nd day of April, 2002.

  
NOTARY PUBLIC

DEBRA M. MORTON  
Notary Public Printed Name

My Commission Expires:  
Commission No.:



ARTICLE XI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:


NAME

ADDRESS

Matthew P. Castner, D.O.

33321 E. Lake Joanne Drive  
Eustis, FL 32736

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
MATTHEW P. CASTNER, D.O.  
Registered Agent

4/3/02  
Date