

P03000143865  
CAPITAL CONNECTION 850 224 222 12/02 '03 11:04 AM EST 01/06  
Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000327608 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : I20000000257  
Phone : (850) 224-8870  
Fax Number : (850) 224-7047

FILED  
2003 DEC -2 AM 10:03  
DEPT. OF STATE  
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Promise Healthcare Management SPV I, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

12/4/03

CAPITAL CONNECTION

850 222 1222

12/02 '03 11:04 NO.938 02/06

FILED

H03000327608

2003 DEC -2 AM 10: 03

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
Promise Healthcare Management SPV I, Inc.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, Chapter 607, of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE ONE - Name**

The name of this corporation is **Promise Healthcare Management SPV I, Inc.**

**ARTICLE TWO - Principal Office**

The principal place of business and mailing address of this corporation shall be 1001 Yamato Road, Suite 300, Boca Raton, FL 33431.

**ARTICLE THREE - Duration**

The period of duration for this corporation is perpetual.

**ARTICLE FOUR - Purpose**

This corporation is organized for the purpose of hospital management services and engaging in any and all other lawful endeavors and transactions for which corporations may be incorporated, together with all necessary purposes related thereto, pursuant to the Florida Statutes.

H03000327608

H03000327608

**ARTICLE FIVE – Initial Registered Agent**

The name and Florida street address of the initial registered agent of this corporation are:

**Name**

William M. Vazquez

**Address**

150 E. Palmetto Park Road  
Suite 650  
Boca Raton, Florida 33432

**ARTICLE SIX – Capital Stock**

The aggregate number of shares of stock authorized to be issued by this corporation shall be 1,000 shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of this corporation upon liquidation or dissolution.

**ARTICLE SEVEN – Incorporator**

The name and address of this corporation's incorporator are:

**Name**

William M. Vazquez

**Address**

150 E. Palmetto Park Road  
Suite 650  
Boca Raton, Florida 33432

H03000327608

**ARTICLE NINE – Initial Board Of Directors**

This corporation shall initially have one director. Subject to any applicable Bylaw of this corporation, the number of directors may be changed from time to time, but shall never be less than one.

The name and address of the initial director of this corporation is:

**Name**

William M. Vazquez

**Address**

150 E. Palmetto Park Road  
Suite 650  
Boca Raton, Florida 33432

**ARTICLE EIGHT – Indemnification**

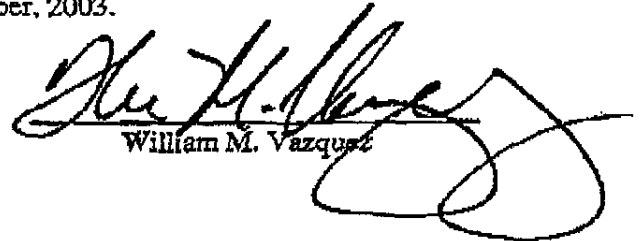
If in the judgment of a majority of the entire Board of Directors (excluding from such majority any director under consideration for indemnification) it is appropriate to do so, then this corporation may indemnify any of its current or former directors, officers, employees, or agents.

CAPITAL CONNECTION  
H03000327608

850 222 1222

12/02 '03 11:04 NO.938 05/06


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 1<sup>st</sup> day of December, 2003.

  
William M. Vazquez

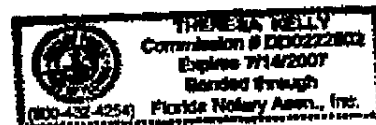
STATE OF FLORIDA       )  
COUNTY OF PALM BEACH    )

BEFORE ME, the undersigned authority, personally appeared William M. Vazquez, personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1<sup>st</sup> day of December, 2003.

  
NOTARY PUBLIC, State of Florida At  
Large  
Print Name: Theresa Kelly

My Commission expires: 7/14/07



H03000327608

H03000327608

**CERTIFICATE OF DESIGNATION OF INITIAL  
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **Promise Healthcare Management SPV I, Inc.**
2. The name and address of the initial registered agent and the initial principal office are William M. Vazquez, 150 E. Palmetto Park Road, Suite 650, Boca Raton, Florida 33432.

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.

  
William M. Vazquez

Dated: Boca Raton, Florida  
December 1, 2003

E:\wp51 03030144\Promise Management SPV I, Inc\Articles of Incorporation.doc

FILED  
2003 DEC -2 AM 10:04  
CLERK OF STATE  
TALLAHASSEE FLORIDA

H03000327608