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FLORIDA PROFIT/NON PROFIT CORPORATION

Prestige Health Choice, Inc.

FILED  
07 APR 30 PM 12:11  
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
PRESTIGE HEALTH CHOICE, INC.**

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

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TALLAHASSEE, FLORIDA

**ARTICLE I NAME**

The name of the corporation shall be:

PRESTIGE HEALTH CHOICE, INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 9064 N.W. 13<sup>th</sup> Terrace, Miami, Florida 33172 or at such other location within the State of Florida as may be hereafter established by the Board of Directors.

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all lawful activities or business.

**ARTICLE IV SHARES**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 150,000 shares of common stock with a par value of \$0.01 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. The corporation elects to have preemptive rights.

**ARTICLE V INITIAL BOARD OF DIRECTORS**

The corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation, provided that the board shall include at least one (1) one director from a Founding Member of Health Choice Network and the President and Chief Executive Officer of Health Choice Network.

The name and street addresses of the initial directors is as follows:

- |                            |  |
|----------------------------|--|
| (1) Kevin S. Kearns        | 9064 N.W. 13th Terrace<br>Miami, FL 33172                                    |
| (2) Brodes H. Hartley, Jr. | Community Health of South Dade<br>10300 S.W. 216th Street<br>Miami, FL 33170 |

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- (3) Pat Mabe  
Community Health Centers of Pinellas  
1344 22<sup>nd</sup> Street South  
St. Petersburg, FL 33712
- (4) Mario Jardon  
Citrus Health Network  
4175 W. 20<sup>th</sup> Avenue  
Hialeah, FL 33012
- (5) Roger Ward  
Family Health Centers of SW Florida  
PO Box 1357  
Fort Myers, FL 33902

#### **ARTICLE VI REGISTERED AGENT/OFFICE**

The street address of the initial registered office of the corporation in the State of Florida is 9064 N.W. 13<sup>th</sup> Terrace, Miami, Florida 33172 and the name of the initial registered agent of the corporation at that address is Kevin S. Kearns.

#### **ARTICLE VII INCORPORATOR**

The name and address of the incorporator subscribing to these Articles of Incorporation is: Kevin S. Kearns, 9064 N.W. 13<sup>th</sup> Terrace, Miami, Florida 33172.

#### **ARTICLE VIII DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The date when corporate existence of this corporation shall begin shall be upon the date of filing of these Articles with Secretary of State.

#### **ARTICLE IX BYLAWS**

The power to adopt; alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE X INDEMNIFICATION**

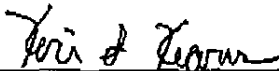
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

#### **ARTICLE XI AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 24 day of April, 2007.

  
\_\_\_\_\_  
Kevin S. Kearns, Incorporator

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


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That PRESTIGE HEALTH CHOICE, INC. desiring to organize under the laws of the State of  
Florida with its initial registered office as indicated in the Articles of Incorporation at 9064 N.W. 13<sup>th</sup>  
Terrace, Miami, Florida 33172 has named Kevin S. Kearns as its agent to accept service of process  
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place  
designated in this certificate, the undersigned agrees to act in that capacity, to comply with the  
provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of  
that position.

Dated this 24 day of April, 2007.

  
Kevin S. Kearns

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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