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Division of Corporations

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 Phone : (407) 843-8880
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TO: LORIA POOLE [re: Rejected filing]

FLORIDA PROFIT/NON PROFIT CORPORATION

MUNROE HEALTH VENTURES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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 6 (see rejected letter from you)

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407 418 6554 P.02/06

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2/14/2008 2:08 PAGE 001/001 Florida Dept of State



February 14, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GRAYROBINSON, P.A. - ORLANDO

SUBJECT: MUNROE HEALTH VENTURES, INC.
REF: W08000008049

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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**ARTICLES OF INCORPORATION
OF
MUNROE HEALTH VENTURES, INC.**

2008 FEB 14 P 2: 54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for and on behalf of MUNROE HEALTH VENTURES, INC., a Florida corporation (the "corporation"), hereby executes these Articles of Incorporation of the corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be MUNROE HEALTH VENTURES, INC.

ARTICLE II - PHYSICAL AND MAILING ADDRESSES

The physical address of the corporation is c/o Rich Mutarelli, EVP/CFO, 1500 S.W. 1st Avenue, Ocala, Florida 34471. The mailing address of the corporation is c/o Rich Mutarelli, EVP/CFO, P.O. Box 6000, Ocala, Florida 34478.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - DURATION

This corporation shall exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be:

301 East Pine Street, Suite 1400
Orlando, Florida 32801

The name of the registered agent of this corporation at that address shall be:

William A. Boyles, Esq.

ARTICLE VII - BOARD OF DIRECTORS

A. This corporation shall initially have at three (3) directors. The number of directors may be increased or diminished from time to time by the shareholders, but shall never be less than one (1). No decrease shall have the effect of shortening the term of any incumbent director.

B. Directors shall be elected by a majority of the votes cast by the shares entitled to vote in the election at a shareholders' meeting at which a quorum is present.

C. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

ARTICLE VIII - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws.

ARTICLE IX - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with a shareholders agreement between this corporation and its shareholders, if there is more than one shareholder, setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

ARTICLE X - AMENDMENT

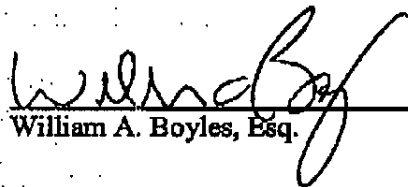
These Articles of Incorporation may be amended only by the Shareholders.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
William A. Boyles, Esq.	East Pine Street, Suite 1400 Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand, this 13th day of February, 2008.



William A. Boyles, Esq.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of February, 2008, by William A. Boyles, Esq.



AFFIX NOTARY STAMP



Signature of Notary Public

Peter R. Law

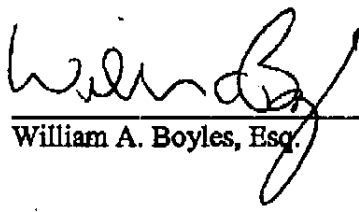
(Print Notary Name)
My Commission Expires: 2/12/2010
Commission No.: DD 505676

Personally known, or
 Produced Identification
Type of Identification Produced:

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of MUNROE HEALTH VENTURES, INC., I hereby accept and agree to act in this capacity.

Dated: 2/13/08



William A. Boyles, Esq.

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TALLAHASSEE, FLORIDA