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GRAY ROBINSON

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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

IMAGINE HEALTHCARE CORPORATION

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
IMAGINE HEALTHCARE CORPORATION**

The undersigned hereby forms a corporation for profit under the Florida Business Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be IMAGINE HEALTHCARE CORPORATION.

ARTICLE II - ADDRESS

The principal office address of the corporation is 610 Sycamore Street, Suite 240, Celebration, Florida 34747.

ARTICLE III - GENERAL NATURE OF BUSINESS

It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

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 One Hundred Million (100,000,000) shares of voting 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 non-assessable, 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 initial registered office of this corporation shall be:

301 East Pine Street, Suite 1400
Orlando, Florida 32801

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

David L. Schick, Esquire

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be three (3). Directors shall be elected by all of the shares entitled to vote.

B. The number of directors may be increased or diminished from time to time by all of the shares entitled to vote.

C. Any director may be removed from office for any reason by all of the shares entitled to vote thereon at any annual or special meeting of the shareholders for any reason.

D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by all of the shares entitled to vote at the next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and street address of the initial members of the Board of Directors and Officers, to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Kevin Hornsby, M.D.	610 Sycamore Street Suite 240 Celebration, Florida 34747	Director/President
Heather Bordali	610 Sycamore Street Suite 240 Celebration, Florida 34747	Director/Vice President/ Secretary
John Bordali	610 Sycamore Street Suite 240 Celebration, Florida 34747	Director/Treasurer

ARTICLE IX - INCORPORATOR

The following are the name and street address of the incorporator signing these Articles:

<u>Name</u>	<u>Address</u>
Kevin Hornsby, M.D.	610 Sycamore Street, Suite 240 Celebration, Florida 34747

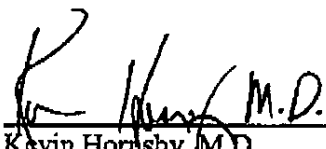
ARTICLE X - BYLAWS

The shareholders of this corporation, holding all of the shares entitled to vote, shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended only by all of the shares entitled to vote.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of July, 2008.



Kevin Hornsby, M.D.
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of IMAGINE
HEALTHCARE CORPORATION, I hereby accept and agree to act in this capacity.

Dated: 7/22, 2008.



DAVID L. SCHICK, ESQUIRE

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