

**BROAD and CASSEL**  
ATTORNEYS AT LAW

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TELECOPY (305) 761-8135

January, 27, 1995

File No. 16773.0091

VIA UPS NEXT DAY AIR

Secretary of State  
Corporate Records Bureau  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

700001393327  
-01/30/95--01106--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Morton Plant Physician Hospital Organization, Inc.  
Name reservation - R95000000353

Dear Sir/Madam:

On or around January 26, 1995 the above referenced corporate name was reserved. I am also enclosing the following to form a corporation with the above referenced name:

A. Original and one (1) copy of the Articles of Incorporation of Morton Plant Physician Hospital Organization, Inc.

1. Please return one (1) certified copy for such company to our office in the envelope provided.

B. A Check in the amount of One Hundred and Twenty-Two Dollars and Fifty Cents (\$122.50) to the order of the Secretary of State of Florida in payment of the following for such corporation:

a. Certificate of Incorporation filing fee \$35.00

b. Certificate of Incorporation

26/95  
12  
Miami Center  
201 South Biscayne Blvd.  
Miami, Florida 33131  
(305) 373-9400  
Telecopy (305) 373-9443

7777 Glades Road  
Boca Raton, Florida 33434  
(407) 483-7000  
Telecopy (407) 483-7321

100 North Tampa  
Suite 3500  
Tampa, FL 33602  
(813) 225-3020  
Telecopy (813) 225-3039

First Florida Bank Tower  
215 South Monroe Street  
Tallahassee, Florida 32301  
(904) 681-6810  
Telecopy (904) 681-9752

The Reflections Office Centre  
400 Australian Avenue South  
West Palm Beach, Florida 33401  
(407) 632-3300  
Telecopy (407) 655-1109

390 North Orange Avenue  
Orlando, Florida 32801  
(407) 639-4200  
Telecopy (407) 425-6377

900 East Ocean Blvd.  
Suite 126  
Stuart, Florida 34994  
(407) 283-3000  
Telecopy (407) 283-9822

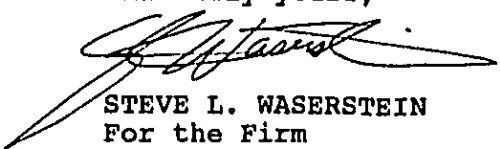
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certified copy	52.50
c. Registered Agent's fee	<u>35.00</u>
	<u>\$122.50</u>

If you have any questions or comments, please do not hesitate to contact us.

Thank you for your attention to this matter.

Sincerely yours,



STEVE L. WASERSTEIN  
For the Firm

SLW/jp

Enclosure

cc: Frank Murphy

**BROAD and CASSEL**

ARTICLES OF INCORPORATION  
OF  
MORTON PLANT PHYSICIAN HOSPITAL ORGANIZATION, INC.

FILED  
55 JUN 30 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation under the Laws of the State of Florida, by and under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be Morton Plant Physician Hospital Organization, Inc.

ARTICLE II

NATURE OF BUSINESS

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue two thousand (2,000) shares of Class A common stock with \$0.01 par value, and two thousand (2,000) shares of Class B common stock with a \$0.01 par value, as, when and for such consideration as may be fixed from time to time by the Board of Directors.

ARTICLE IV

CLASSES OF STOCK AND SHAREHOLDER ACTION

The common stock issued by the Corporation shall be divided into two classes: "Class A" and "Class B". Class A stock shall be issued by the Corporation to any shareholders who are medical

practitioners, including, but not limited to, medical doctors, osteopathic physicians, dentists and podiatrists, who provide medical services in association with the Corporation. Class B stock shall be issued by the Corporation to Morton Plant Hospital Association, Inc.

The stock of the Corporation shall not be issued with the promise of financial return.

Each class of shareholders shall be entitled to elect an equal number of Directors to the Board of Directors of the Corporation as set forth in the Bylaws. The Directors elected by each class of shareholders shall be elected by a majority of the votes entitled to be cast in the respective class of shareholders. Except as stated in these Articles of Incorporation, the rights of each class of stock are the same, and no other preferences or limitations shall apply.

When any action, other than the election of Directors, is to be taken by the shareholders, the holders of a majority of each class of stock issued and outstanding and entitled to vote, present at a meeting in person or by proxy, shall constitute a quorum at the meeting. Any shareholder action shall be authorized only upon the affirmative vote of a majority of all of the votes entitled to be cast by Class A Shareholders and a majority of all of the votes entitled to be cast by Class B Shareholders.

There shall be no distributions declared or paid by the Corporation in the form of dividends or any other payments to any shareholders. Upon dissolution of the Corporation each class of shareholders shall receive one half (50%) of the net assets of the

Corporation, divided pro rata among the shareholders of each class.

#### ARTICLE V

##### TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VI

##### INITIAL PRINCIPAL OFFICE OF THE CORPORATION

The mailing address and the initial principal office address of this Corporation in the State of Florida shall be 601 Main Street, Dunedin, Florida, 34698. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### ARTICLE VII

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Broad and Cassel, Suite 1130, 500 East Broward Boulevard, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the Corporation at that address is Gabriel L. Imperato, Esq.

#### ARTICLE VIII

##### BOARD OF DIRECTORS

A. The members of the Board of Directors shall all be of the age of majority according to Florida law and citizens of the United States.

B. The Corporation shall have one (1) director initially and the number of directors may be increased or diminished pursuant to the Bylaws.

## ARTICLE IX

### INITIAL BOARD OF DIRECTORS

The name and address of the members of the initial Board of Directors shall be:

<u>Name</u>	<u>Address</u>
Dr. Peter May	c/o Morton Plant Hospital Association, Inc. 601 Main Street Dunedin, FL 34698

## ARTICLE X

### BY-LAWS

This Corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws not inconsistent herewith.

## ARTICLE XI

### INCORPORATOR

The name and address of the incorporator of this Corporation is:

Frank Murphy  
c/o Morton Plant Hospital Association, Inc.  
601 Main Street  
Dunedin, Florida 34698

## ARTICLE XII

### AMENDMENT

The Board of Directors may amend any part of the Articles of Incorporation, including but not limited to the amendments permitted under §607.1002 of the Florida Statutes.

ARTICLE XIII

SPECIAL ELECTION

The Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

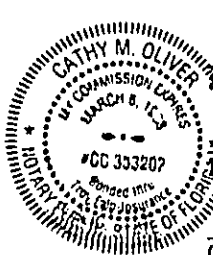
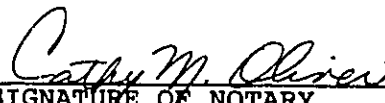
IN WITNESS WHEREOF, I, the undersigned incorporator, have made, subscribed and acknowledged these Articles of Incorporation this 26th day of January, 1995.

  
Frank Murphy, Incorporator

STATE OF FLORIDA

COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 26th day of January, 1995, by Frank Murphy, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
  
SIGNATURE OF NOTARY  
CATHY M. OLIVER  
PRINTED NAME OF NOTARY  
3-6-98  
COMMISSION EXPIRES

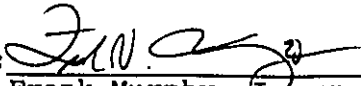
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: MORTON PLANT PHYSICIAN HOSPITAL ORGANIZATION, INC.

2. The name and address of the registered agent and office is:

Gabriel L. Imperato  
BROAD AND CASSEL  
500 East Broward Boulevard  
Suite 1130  
Fort Lauderdale, FL 33394

By:   
Frank Murphy, Incorporator

Dated this 26<sup>th</sup> day of January, 1995.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND  
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE  
CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

  
Gabriel L. Imperato, Esq.

Dated this 27<sup>th</sup> day of January, 1995



P9500000 8597

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MEASE HEALTH CARE PHYSICIAN HOSPITAL ORGANIZATION, INC., a  
Florida corporation, P93000084953

MORTON PLANT PHYSICIAN HOSPITAL ORGANIZATION, INC., a Florida  
corporation, P95000008597

INTO

WEST COAST INTEGRATED HEALTH SERVICES, INC., a Florida corporation,  
P96000062181

File date: September 6, 1996

Corporate Specialist: Velma Shepard