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February 10, 1995

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ARTICLES OF INCORPORATION

OF

AYSCUE CONSULTING, INC.

I the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be: **AYSCUE CONSULTING, INC.**

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

The general purpose of the corporation will be to generally engage in business as a consultant to hospitals, ambulatory surgical centers, and other medical service organizations and/or individuals.

To buy, sell, lease, trade or otherwise acquire and/or dispose of real or person property or both.

To otherwise engage in any transaction, act, enterprise, business or businesses expected to bring profit, goodwill, or other benefit or advantage to the corporation, and to engage in any lawful business under of the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 1000 shares at (\$1.00)

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Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata of share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 7301 South Dixie Highway, West Palm Beach, Florida 33405.

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is H. BRYANT SIMS, ESQUIRE.

ARTICLE VIII

This Corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than one Director. The names and addresses of the initial Board of Directors are:

RICHARD K. AYSCUE
12697 Headwater Circle, Wellington, FL 33414

ARTICLE IX

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

H. BRYANT SIMS, ESQUIRE
7301 South Dixie Highway
West Palm Beach, Florida 33405

ARTICLE X

The Officers of the Corporation shall be:

RICHARD K. AYSUE - PRESIDENT, VICE PRESIDENT,
SECRETARY AND TREASURER

ARTICLE XI

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 9th day of February, 1995.


H. BRYANT SIMS

STATE OF FLORIDA }
 } 00:
COUNTY OF PALM BEACH }

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BEFORE ME, the undersigned authority, personally appeared, H.
BRYANT SIMS, known to me and by me to be the person who executed
the above Articles of Incorporation, for the purposes therein
expressed, this 9th day of February, 1995.

Glenna C. Henwood
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

MY COMMISSION EXPIRES:

"OFFICIAL NOTARY SEAL"
GLENN C. HENWOOD
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPI. OCT. 23, 1995

PERSONALLY KNOWN ✓ OR PRODUCED IDENTIFICATION _____
TYPE OF IDENTIFICATION PRODUCED _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-
named corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and further agree to comply
with the provisions of all statutes relative to the proper perfor-
mance of my duties.

H. Bryant Sims
H. BRYANT SIMS, ESQUIRE