

WINTER HAVEN, FL 33882-1181

ANDREW P. TRAKAS, P.A.

TELEPHONE (813) 293-8878

FACSIMILE (813) 293-8814

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Cypress Gardens Medical Center, Inc.

200001413622
-02/23/95--01066--010
*****70.00 *****70.00

Gentlemen:

Please file the enclosed Articles of Incorporation and Designation of
Registered Agent.

Very truly yours,

Andrew P. Trakas
ANDREW P. TRAKAS

FILED
95 FEB 23 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CYPRESS GARDENS MEDICAL CENTER, INC.**

FILED
95 FEB 23 PM 2: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is:

CYPRESS GARDENS MEDICAL CENTER, INC.

ARTICLE II - PURPOSE

This Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 400 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$400.00.

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually unless sooner dissolved by operation of law or pursuant to law.

ARTICLE VI - ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida is 6035 Cypress Gardens Blvd., Winter Haven, Florida, 33884. The principal office of this Corporation may be moved to any other location and address in the State of Florida at the discretion of the Stockholders.

ARTICLE VII - MANAGEMENT BY STOCKHOLDERS

The business of this Corporation shall be managed by its Stockholders rather than a Board of Directors. In the management of the business of the Corporation the act of the Stockholders representing a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the Stockholders for the management of the business of the Corporation. The Corporation, for purposes of compliance with the Laws of the State of Florida, shall have one Director whose name and residence address is: Kathi M. McCarson, 839 Cinnamon Drive, Winter Haven, Florida, 33880 .

ARTICLE VIII - SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation, the number of shares of stock and the value of the consideration therefor are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONTRIBUTION</u>
Kathi M. McCarson	839 Cinnamon Drive Winter Haven, FL 33880	200	\$200.00
Gayle Sharon Lewis	134 Kings Pond Ave. Winter Haven, FL 33880	200	\$200.00

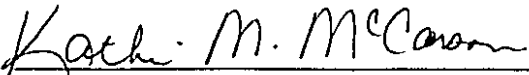

ARTICLE IX - INITIAL OFFICERS

The initial officers of this Corporation shall be:

PRESIDENT	-	Kathi M. McCarson
SECRETARY	-	Gayle S. Lewis

ARTICLE X - AMENDMENT

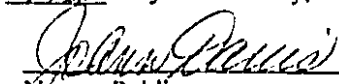
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a meeting of the Stockholders by a majority of the Stockholders.


KATHI M. MCCARSON

GAYLE SHARON LEWIS

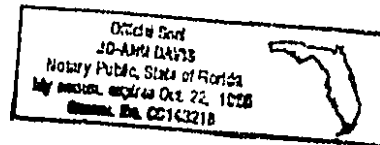
**STATE OF FLORIDA
COUNTY OF POLK**

Before me personally appeared **Kathi M. McCarson** and **Gayle Sharon Lewis** personally known to me and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of February, 1995.



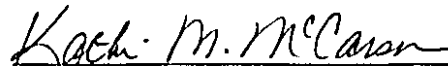
Notary Public
My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST. That **CYPRESS GARDENS MEDICAL CENTER, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Winter Haven, County of Polk, State of Florida, has named KATHI M. McCARSON, located at 839 Cinnamon Drive, Winter Haven, County of Polk, State of Florida, as its agent to accept service of process within this State.


KATHI M. McCARSON
Incorporator


GAYLE SHARON LEWIS
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


KATHI M. McCARSON