

P9500023246
FOLEY & LARDNER
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WRITER'S DIRECT LINE

March 20, 1995

A MEMBER OF GLOBALEX
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TRANSMITTED VIA FEDERAL EXPRESS

Secretary of State
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation of 21st Century Healthcare Fund, Inc.

Dear Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation of 21st Century Healthcare Fund, Inc., together with our firm's check in the amount of \$122.50 in payment of the filing fee. After the Articles have been filed, please send a certified copy of them to the attention of the undersigned at the Tampa address shown on this letterhead.

Please feel free to call the undersigned if you have any questions or require anything further to effect this filing. Thank you for your assistance.

Very truly yours,

Martha L. Caskey
Martha L. Caskey
Legal Assistant

MC
\\21st-Cent\\ucystat.k1
Enclosures

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RECEIVED
MAR 21 PM 2:18
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
21ST CENTURY HEALTHCARE FUND, INC.**

FILED
95 MAR 21 PM 2:18
CLERK OF CIRCUIT COURT
JULIA H. S. FLORIDA

THE UNDERSIGNED, acting as sole incorporator of **21ST CENTURY HEALTHCARE FUND, INC.** (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

NAME AND ADDRESS

The name of this Corporation is: **21ST CENTURY HEALTHCARE FUND, INC.** The street and mailing address of the Corporation is: 6505 Rockside Road, Suite 400, Independence, Ohio 44131.

ARTICLE II

CAPITAL STOCK

3.1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 10,000,000 shares, of which 9,500,000 shares shall be Common Stock having par value of \$0.01 per share ("Common Stock") and 500,000 shares shall be Preferred Stock having a par value of \$0.01 per share ("Preferred Stock"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

3.2 Common Stock.

(a) **Relative Rights.** The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as set forth in the Articles of Amendment to these Articles of Incorporation that may hereafter be filed pursuant to Section 607.0602 of the FBCA to establish the respective series of the Preferred Stock. Except as otherwise provided in these Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

(b) **Voting Rights.** Except as otherwise provided by the FBCA and except as may be determined by the Board of Directors with respect to the Preferred Stock, only the

holders of Common Stock shall be entitled to vote for the election of directors of the Corporation and for all other corporate purposes. Upon any such vote, each holder of Common Stock shall, except as otherwise provided by the FBCA, be entitled to one vote for each share of Common Stock held by such holder.

(c) **Dividends.** Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock and any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

(d) **Dissolution, Liquidation, Winding Up.** In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

3.3 Preferred Stock.

(a) **Issuance, Designations, Powers, Etc.** The Board of Directors is expressly authorized, subject to the limitations prescribed by the FBCA and the provisions of these Articles of Incorporation, to provide, by resolution and by filing Articles of Amendment to these Articles of Incorporation, which, pursuant to Section 607.0602(4) of the FBCA shall be effective without shareholder action, for the issuance from time to time of the shares of the Preferred Stock in one or more series, to establish from time to time the number of shares to be included in each such series, and to fix the designations, powers, preferences and other rights of the shares of each such series and to fix the qualifications, limitations and restrictions thereon, including, but without limiting the generality of the foregoing, the following:

1. the number of shares constituting that series and the distinctive designation of that series;
2. the dividend rate on the shares of that series, whether dividends shall be cumulative, noncumulative or partially cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that series;

3. whether that series shall have voting rights, in addition to the voting rights provided by the FBCA, and, if so, the terms of such voting rights;
4. whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
5. whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
6. whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
7. the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and
8. any other relative powers, preferences, and rights of that series, and qualifications, limitations or restrictions on that series.

(b) **Dissolution, Liquidation, Winding Up.** In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each series shall be entitled to receive only such amount or amounts as shall have been fixed by the Articles of Amendment to these Articles of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issuance of such series.

3.4 No Preemptive Rights. Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 100 North Tampa Street, Suite 2700, Tampa, Florida 33602, and the name of its initial registered agent at such address is **Martin A. Traber**.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

This Corporation shall have seven (7) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Jugal K. Taneja	6505 Rockside Road, Suite 400, Independence, Ohio 44131
Anthony Willis	6505 Rockside Road, Suite 400, Independence, Ohio 44131
James P. Witherington	6505 Rockside Road, Suite 400, Independence, Ohio 44131
Daniel Rose	6505 Rockside Road, Suite 400, Independence, Ohio 44131
Arthur M. Stupay	6505 Rockside Road, Suite 400, Independence, Ohio 44131
Susan Carmichael	6505 Rockside Road, Suite 400, Independence, Ohio 44131
Martin A. Traber	100 North Tampa Street, Suite 2700 Tampa, Florida 33602

ARTICLE V
INCORPORATOR

FILED
95 MAR 21 PM 2:18
TALLAHASSEE, FLORIDA

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

Name	Address
Martin A. Traber	100 North Tampa Street, Suite 2700 Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed these Articles of Incorporation on this 20th day of March, 1995.



Martin A. Traber, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed Registered Agent and designated to accept service of process for 21st Century Healthcare Fund, Inc., a Florida corporation, at the place designated herein, I hereby accept such appointment. I hereby certify that I am familiar with the obligations of such office and agree to comply fully with the provisions of all statutes relative to the due and proper performance of my duties.



Martin A. Traber, Registered Agent

DATED this 20th day of March, 1995

FOLEY & LARDNER

ATTORNEYS AT LAW

CHICAGO
JACKSONVILLE
LOS ANGELES
MANASSA
MILWAUKEE
ORLANDO

POST OFFICE BOX 3391
TAMPA, FLORIDA 33601-3391
100 NORTH TAMPA, SUITE 2700
TAMPA, FLORIDA 33602-2700
TELEPHONE (813) 229-2700
FACSIMILE (813) 229-2700
WRITER'S DIRECTOR

SACRAMENTO
SAN DIEGO
SAN FRANCISCO
TALLAHASSEE
TAMPA
WASHINGTON D.C.
WEST PALM BEACH

P95000023246

August 6, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/08/97--01095--010
*****87.50 *****87.50

Re: Statement of Resignation as Registered Agent

Dear Sir/Madam:

Enclosed for filing with the Department of State is a Statement of Resignation as Registered Agent of 21st Century Healthcare Fund, Inc. Also enclosed is our filing fee in the amount of \$87.50. Appropriate notification has been forwarded to the corporation regarding this withdrawal.

If you have any questions or concerns with respect to the enclosed, please feel free to give me a call.

Sincerely,

Kathleen Monday

Kathleen A. Monday
Paralegal

Enclosures

OK
8/11/97
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
8/11/97
APPROVED
AND
FILED
P95000023246

ESTABLISHED 1842

STATEMENT OF RESIGNATION
AS REGISTERED AGENT

THE UNDERSIGNED, Martin A. Traber, whose address is 100 North Tampa Street, Suite 2700, Tampa, Florida 33602, hereby tenders his resignation as the Registered Agent of 21st Century Healthcare Fund, Inc., whose principal place of business is recorded as 6505 Rockside Road, Suite 400, Independence, Ohio 44131. I understand that, per Florida Statute, this agency will be terminated as of the 31st day after the date on which this Statement of Resignation is filed, and unless otherwise provided in this Statement, termination of the agency acts as a termination of the registered office as well.

Please be advised that a copy of this Statement of Resignation has been mailed to the corporation at the above-referenced address and to Jugal K. Taneja, 5770 Roosevelt Boulevard, Suite 700, Clearwater, Florida 34620.

Dated this 4th day of August, 1997.



Martin A. Traber

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG -8 AM 9:10

APPROVED
AND
FILED