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200 NORTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801  
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PLEASE REPLY TO  
POST OFFICE BOX 4000  
ORLANDO, FLORIDA 32802-4000

200 W. EDGEMOOR STREET  
SUITE 800  
JACKSONVILLE, FLORIDA 32202  
TELEPHONE (904) 346-1357  
TELEFAX (904) 308-2991

July 26, 1995

Via Federal Express

Florida Department of State  
409 W. Gaines Street  
Tallahassee, FL 32399

SENDER'S USE ONLY  
-07/27/95--011044--0002  
\*\*\*122.50 \*\*\*122.50

Re: EDJO Holdings, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named entity together with a check in the sum of \$122.50 which represents the following fees:

Filing Fee	\$35.00
Certified copy	\$52.50
Registered agent fee	\$35.00

EFFECTIVE DATE

7-29-95

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

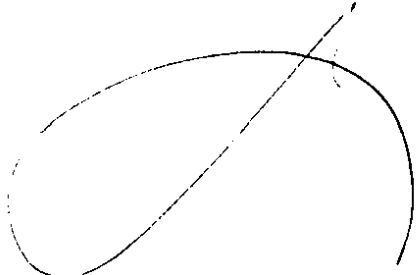
Very truly yours,

UNGER, CACCIATORE & SWARTWOOD, P.A.

  
John M. Cacciatore

JMC:fs  
Enclosures

FILED  
55 JUL 27 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
7/31

**ARTICLES OF INCORPORATION  
OF  
EDJO HOLDINGS, INC.**

FILED  
55 JUL 27 PM 2:14  
CLERK OF DISTRICT COURT  
JUL 27 1995  
JUL 27 1995

**ARTICLE I. CORPORATE NAME**

RECEIVED JUL 27 1995  
7-24-95

The name of this Corporation is: EDJO Holdings, Inc.

The address of the principal place of business of this Corporation shall be 661 East Altamonte Drive, Suite 326, Altamonte Springs, Florida 32701, and the mailing address of this Corporation shall be the same.

**ARTICLE II. PURPOSE**

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share. The shares are restricted as to the sale, transfer, or other disposition thereof. A full statement of said restrictions will be furnished by the corporation without charge to any Shareholder upon request.

**ARTICLE IV. PREEMPTIVE RIGHTS**

Each shareholder of any share of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of this Corporation, or securities of this Corporation convertible into or carrying a right to subscribe to or acquire shares of an unissued or treasury shares, that may be issued at anytime by this Corporation.

**ARTICLE V. TERMS OF EXISTENCE**

This Corporation shall have perpetual existence, commencing July 24, 1995, pursuant to §§607.0123(4), 607.0203(1), Fla. Stat. (1994).

#### **ARTICLE VI. REGISTERED AGENT & INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

John M. Cacciatore, Esquire  
790 North Orange Avenue  
Orlando, FL 32801

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### **ARTICLE VII. BOARD OF DIRECTORS**

This Corporation shall have the following number of initial directors: Two (2). The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE VIII. INITIAL DIRECTORS**

The names and street addresses of the initial directors of this Corporation is:

Edward S. Guindi, M.D.  
661 East Altamonte Drive, STE 326  
Altamonte Springs, FL 32701

Jon Sweet, M.D.  
661 East Altamonte Drive, STE 326  
Altamonte Springs, FL 32701

The person named as initial director shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

#### **ARTICLE IX. INCORPORATOR**

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

Jon Sweet, M.D.  
661 East Altamonte Drive, STE 326  
Altamonte Springs, FL 32701

#### ARTICLE X. AMENDMENT

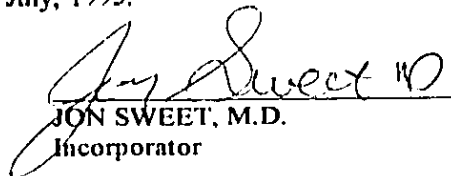
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XI. BYLAWS


The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

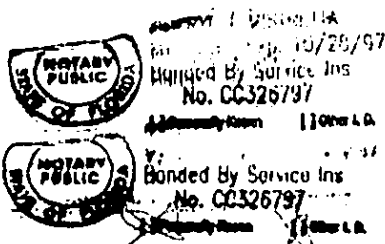
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 26th day of July, 1995.

  
JON SWEET, M.D.  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was verified, sworn to and acknowledged before me this 26th day of July, 1995, by JON SWEET, M.D. who ☒ is personally known to me or who ☒ produced driver's license as identification.

  
NOTARY PUBLIC  
My Commission Expires: 10/25/97

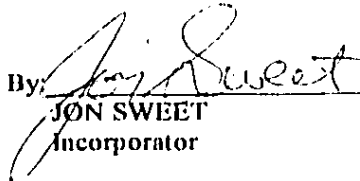


**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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

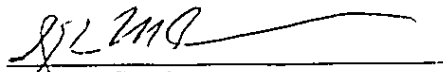
1. The name of the corporation is EDJO HOLDINGS, INC.
2. The address of the registered office is 790 North Orange Avenue, Orlando, FL 32801.
3. The name of the registered agent at the registered office is John M. Cacciatore.

Dated: July 26, 1995.

By:   
JON SWEET  
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 26, 1995.

  
John M. Cacciatore  
790 North Orange Avenue  
Orlando, FL 32801

FILED  
55 JUL 27 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA