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Sheldon P. Davis

ATTORNEY AT LAW

MEMBER
FLORIDA BAR
PENNSYLVANIA BAR

SUITE 800
100 S. ANHLEY DRIVE
P.O. BOX 737
TAMPA, FLORIDA 33602

TEL: (813) 220-7342
FAX: (813) 220-7340

March 6, 1996

RECEIVED
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*****70.00 *****70.00

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gains Street
Tallahassee, Florida 32399

Re: Filing of Articles of Incorporation
Hamilton Medical Health Care Management, Inc.

Gentlemen:

Enclosed herewith for filing is an original and a copy of the Articles of Incorporation and Designation of Registered Agent of Hamilton Medical Health Care Management, Inc., a new corporation.

Also enclosed is a check in the amount of \$70.00 to cover the filing fee for a corporation and registered agent designation.

If any further information is required, please advise.

Sincerely yours,

Sheldon P. Davis
Sheldon P. Davis

SPD/sec
Enclosures

MAR 12 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

HAMILTON MEDICAL HEALTH CARE MANAGEMENT, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

HAMILTON MEDICAL HEALTH CARE MANAGEMENT, INC.

ARTICLE II

Principal Office

The principal office of this corporation is located at 100 S. Ashley Drive, Suite 890, Tampa, Florida 33602

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of voting common stock.

ARTICLE IV

Registered Office and Registered Agent

The initial registered office of this corporation shall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

located be at 100 S. Ashley Drive, Suite 890, Tampa, Florida 33602; and the initial registered agent of this corporation shall be Sheldon P. Davis, Esquire.

ARTICLE V

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) member, the exact number of directors to be fixed from time to time by the stockholders or the by-laws.

ARTICLE VI

Incorporator

The name and address of the incorporator making these Articles of Incorporation is: Sheldon P. Davis, Esquire, 100 S. Ashley Drive, Suite 890, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for uses and purposes therein stated.



INCORPORATOR

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

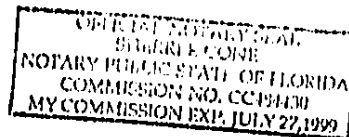
BEFORE ME, the undersigned authority, on this 6th day of March personally appeared Sheldon P. Davis, Esquire, to me well known to be the person described in and who signed the

foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Notary Public, State of Florida
My Commission Expires:



Sherri E. Cone

Print Name of Notary

**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:

That Sheldon P. Davis, Esquire, 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 Tampa, County of Hillsborough, State of Florida, has named Sheldon P. Davis, Esquire, located at 100 S. Ashley Drive, Suite 890, City of Tampa, County of Hillsborough, State of Florida, 33602, as its agent to accept service of process within this State.

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 provision of said Act relative to keeping open said office.

By: 
(Registered Agent)

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TALLAHASSEE, FLORIDA