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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

3000001741993

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*****70.00 *****70.00

CORPORATION(S) NAME

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TALLAHASSEE, FLORIDA
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☒ Profit-Ltds.
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

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CR2E031 (1-89)

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

THE CENTER FOR HUMAN REPRODUCTION-FLORIDA, INC.

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TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: THE CENTER FOR HUMAN REPRODUCTION-FLORIDA, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 2454 McMullen Booth Road, Suite 601, Clearwater, Florida 34619

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: TEN THOUSAND (10,000)

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

N/A

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
N/A			

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u>N/A</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

Preemptive rights to acquire unissued shares of the Corporation are hereby eliminated.

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

See attachment marked as Exhibit "A" made a part hereof.

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

DONNA PRATT
750 N. Orleans
Chicago, IL 60610

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

DONNA PRATT
750 N. Orleans Street
Chicago, IL 60610

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 8-14 DAY OF March, 19 96.



SIGNATURE/TITLE
DONNA PRATT, President

SIGNATURE/TITLE

SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED April 13, 19 96.

BY Donnie Bryan

DONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(TYPE NAME OF OFFICER)

(TITLE OF OFFICER)

EXHIBIT "A"

1. Provisions for the Regulation of the Corporation's affairs

In accordance with the terms of the Management Services Agreement between The Center for Human Reproduction - Florida, Inc. ("Corporation") and GynCor, Inc. ("GynCor"), the Corporation shall not, without GynCor's prior authorization or approval:

(a) cause, permit, or propose any amend the Corporation's Certificate of Incorporation or By-Laws;

(b) enter into any partnership agreement, joint venture, reorganization, merger, consolidation, complete liquidation, or dissolution, regardless of whether the Corporation would be the surviving entity of such transaction;

(c) enter into any contract, agreement, or understanding with any person or entity, whether oral or written, with any person or entity, including without limitation, any modification, amendment, or supplement to any employment agreement or any lease of personal or real property;

(d) incur any indebtedness or expense, or guarantee any indebtedness or expense;

(e) commence any litigation or similar proceeding against any person or entity other than in connection with the defense of any claim arising out of the provision of medical services by a physician, provided that the Corporation shall consult with GynCor before filing any such action;

(f) increase the salary, bonus, bonus structure, employee benefit, or fringe benefit package of any physician or non-physician health care personnel employed by the Corporation, or adopt any other compensation or benefit plan;

(g) sell, lease, license, encumber, or otherwise dispose of any properties or assets of the Corporation other than in the ordinary course of business;

(h) establish any depository, money market, investment, or other account at a bank or other financial institution unless concurrently therewith the Corporation grants GynCor a power of attorney;

(i) revalue any of the Corporation's assets, including without limitation writing down the value of inventory or writing off notes or accounts receivable;

(j) make or change any election in respect of any federal, state, county, or municipal tax or assessment, adopt or change any accounting method in respect of any such taxes, file any tax return or any amendment to a tax return, enter into any closing agreement, settle any claim or assessment in respect of any taxes, or consent to any extension or waiver of the limitation period

applicable to any claim or assessment in respect of taxes;

(k) file a petition commencing a voluntary case under Section 301 of Title 11 of the United States Code or commence a case or proceeding under any other similar federal or state law for the relief of debtors seeking the adjustment, restructuring or discharge of the debts of the Corporation or the liquidation of the Corporation, including without limitation, the making by the Corporation of an assignment for the benefit of creditors, or the taking of any corporate action by Practice in furtherance of or to facilitate, conditionally or otherwise, any of the foregoing;

(l) consent, fail to timely object to the entry of, or fail to seek the stay and dismissal of, an order or relief relating to any petition commencing an involuntary case under Section 303 of Title 11 of the United States Code or commencing a case or proceeding under any other similar federal or state law for the relief of debtors against the Corporation which seeks the adjustment, restructuring or discharge of the debts of the Corporation, or the liquidation of the Corporation; and

(m) otherwise take any action that would impair or interfere with GynCor's ability to present the financial statements of GynCor and the Corporation on a consolidated basis in accordance with GAAP and the accounting rules of the Securities and Exchange Commission.

2. Cumulative Voting

Cumulative voting is eliminated in all circumstances.

3. Corporate Purpose:

The Corporation is organized to provide medical and health related services through physicians duly licensed to practice medicine and to engage in any lawful activity related to the delivery of health care services for which Corporations may be formed under Florida law.