

FROM: HON. ADAM A. CRISER

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DEPARTMENT OF STATE 80 N. LAURA ST
STATE OF FLORIDA 3400 BARNETT CENTER
409 EAST GAINES STREET JACKSONVILLE FL 32202- -0000
TALLAHASSEE, FL 32399 CONTACT: CORINNE P MCCLURE
FAX: (904) 922-4000 PHONE: (904) 354-1100
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MEDICAL FACILITY CONSULTANTS, INC.
FAX AUDIT NUMBER: H96000004197 CURRENT STATUS: REQUESTED
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Articles of Incorporation
of
MEDICAL FACILITY CONSULTANTS, INC.

ARTICLE I

Name and Duration

The name of the Corporation is Medical Facility Consultants, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 1340 Palmetto Avenue, in the City of Winter Park 32789.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Prepared by Halcyon E. Skinner, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0169598

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TALLAHASSEE, FLORIDA

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is Ten Thousand (10,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

RAX CO.

c/o Mahoney Adams & Criser, P.A.
3400 Barnett Center
Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name

Address

Jeffrey S. Mesquita

1340 Palmetto Avenue
Winter Park, FL 32789

Ted S. Finkel

1340 Palmetto Avenue
Winter Park, FL 32789

Patricia A. Churchwell

1340 Palmetto Avenue
Winter Park, FL 32789

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void *ab initio*.

FROM MAHONEY ADAMS & CRISER

(FRI) 03. 22' 96 16:03/ST. 16:00/NO. 3560367648 P 5/5

H96000004197

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 22nd day of March, 1996.

RAX CO., a Florida corporation

By: 
Halcyon E. Skinner, President

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96 MAR 22 PM 4:27
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TALLAHASSEE, FLORIDA

P96000025998

MONY DAVIS & CRISER, P.A.
340 ANNE CENTER NORTH LAKE AVENUE
JACKSONVILLE, FLORIDA 32201
(904) 354-1100 • TELECOMEX (904) 708-2090

May 1, 1996

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

Re: Medical Facility Consultants, Inc.
Document No. P96000025998

Dear Sir or Madam:

Please correct the address of the above-captioned company from:

1340 Palmetto Avenue
Winter Park, FL 32789

to:

1360 Palmetto Avenue
Winter Park, FL 32789

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Corinne P. McClure

Corinne P. McClure
Legal Assistant

cc: Medical Facility Consultants, Inc.
Halcyon E. Skinner, Esq.

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