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JAMENA BLEDBOY, JII TERRANCE E BOHMIOT HAROLD B LIPPEN BUITE INTR - NIVERPLACE TOWER

1301 RIVERPLACE ROULEVARD

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ATTORNEYS AT LAW

БТЕРНЕН К. МООНЦУ СИЕНУЦА: ПОВЕТВОН

March 26, 1996

Department of State Division of Corporations P.O. Box 6327 Tallahassoo, FL 32314

Re: ACORN CORF, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check in the amount of \$131.25. This check will cover a filing fee, certified copy and certificate.

Thank you for your assistance with this matter.

Vory truly yours,

Harold S. Lippes

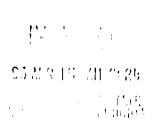
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Aprll 4, 1996

HAROLD S. LIPPES, ESQUIRE 1301 RIVERPLACE BLVD SUITE 1818 JACKSONVILLE, FL 32207

SUBJECT: ACORN CORF, INC. Rof. Number: W96000007341

We have received your document for ACORN CORF, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Flo:ida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton Document Specialist

Letter Number: 096A00015525

#### ARTICLES OF INCORPORATION

OF

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#### ACORN CORF, Inc.

CONTRACTOR OF THE CONTRACTOR O

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

#### Article 1

#### Namo

The name of the corporation is ACORN CORF, Inc.

#### Article II

#### Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

#### Article III

#### Nature of Business

This purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida. Its primary focus is in the health care marketplace.

#### Article IV

#### Capital Stock

- (a) <u>Authorized Capital</u>. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.
- (b) <u>Preemptive Rights</u>. Shareholders shall have preemptive rights.
- (c) <u>Cumulative Voting</u>. Cumulative voting shall not be permitted.

#### Article V

# Initial Registered Office and Agent

The street address of the principal office of this corporation is 9143 Phillips Highway, Suite 495, Jacksonville, FL 32256. The registered agent of this corporation is Harold S. Lippos, Esquire, 1301 Riverplace Boulevard., Suite 1818, Jacksonville, Florida 32207.

#### Artialo VI

#### Directors

- (a) <u>Number</u>. This corporation shall have two director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- (b) <u>Initial Directors</u>. The name and street address of the members of the first board of directors of the corporation are:

#### Name

#### Stroot Address

Bosh Stack President/Director 16504 Stonehaven Road Miami, FL 33014

- (c) <u>Compensation</u>. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.
- (d) <u>Indemnification</u>. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### Article VII

#### **Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, 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 directors.

# Article VIII

### Incorporator

The name and street address of the incorporator of this corporation is:

> Harold S. Lippos 1301 Riverplace Blvd., Suite 1818 Jacksonville, Florida 32207

## Article IX

#### Amondmont

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

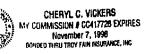
IN WITNESS WHEREOF, the incorporator has executed these Articles this 26th day of March, 1996,

STATE OF FLORIDA ) COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this day of March, 1996, by Harold S. Lippes.

> Notary Public, State of Florida at Large

My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR

# ACORN CORF, Inc.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ACORN CORF, Inc., (a corporation), desiring to organize or qualify under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, has designated the following registered agent and registered office to accept service of process within Florida:

Harold S. Lippes 1301 Riverplace Blvd., Suite 1818 Jacksonville, Florida 32207

Harold S. Lippes

Dated: March 26th, 1996.

#### <u>Acknowledgment</u>

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Uprold S. Linnor

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# P960000332285

FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 11, 1996

SDUDD1988785--0 -10/28/96--01016--009 \*\*\*\*\*\*35.00 \*\*\*\*\*\*35.00

IRWIN BOSH STACT, CONSULTANT P. O. BOX 4851 HIALEAH, FL 33014

SUBJECT: RIVERSIDE CORF, INC., ACORN CORF, INC., AND ACORN CORF

Ref. Number: P95000056121

This will acknowledge recalpt of your correspondence which is being returned for the following reason(s):

To file a resignation as an officer or director with this office, the enclosed form should be completed and returned with a filling fee of \$35 per person resigning.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Theima Lewis Corporate Specialist Supervisor

A.,

Letter Number: 196A00046489

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Florida Department of State, Sandra B. Mortham, Secretary of State

# OFFICER ! DIRECTOR RESIGNATION

I, Trwin Bush Stack, hereby resign as Prensery Director (Title)

of ACORM (DRF INC (Name of Corporation)

a corporation organized under the laws of the State of TORIDA

That the corporation has been notified in writing of the resignation.

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314