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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 18, 1996

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

The name APEX HEALTHCARE CONSULTING, INC. hes been reserved for 120 days beginning January 18, 1998. The reservation number is R96000000261 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 096A00002334

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ARTICLES OF INCORPORATION OF

APEX HEALTHCARE CONSULTING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

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APEX HEALTHCARE CONSULTING, INC.

The address of the principal office of this corporation shall be 4830 West Kennedy Boulevard, Suite 950, Tampa, Florida 33609, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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 have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1474 Jordan Hills Court, Clearwater, Florida 34616, and the name of the initial registered agent of the corporation at that address is John Morgan Brunson, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Patricia Dir.	Taylor	c/o Jchn Morgan 1474 Jordan Hills Court Clearwater, Florida 3461
Sarah E. Dir.	Fitzgerald	Same
Janet S. Dir.	Donigan	Same

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ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Patricia Taylor	c/o John Morgan		
Pres.	1474 Jordan Hills Court		
	Clearwater, Florida 34616		

Sarah E. Fitzgerald V. Pres.

Janet S. Donigan Sec./Treas.

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ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on April 17, 1996.

CORPORATION SERVICE COMPANY

Agent, Karen BJ Rozar

ACCEPTANCE

Having been named as Registered Agent and to accept service of process for Apex Healthcare Consulting, Inc. at the place designated in the foregoing Restated Articles of Incorporation, I hereby accept the the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent under Section 607.0505, Florida Statutes.

UMSM John Morgan Brunson, Esq. AN 4/15/96

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MATILLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING CONTACT PERSON: Victoria L. Perez EXAMINER'S INITIALS:	AMEN D THE



ARTICLES OF AMENDMENT

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ARTICLES OF INCORPORATION

ARTICLEVI of the Articles of Incorporation of APEX HEALTHCARE CONSULTING, INC. shall be amended to read as follows:

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors. The names and addresses of the members of the Board of Directors are:

Patricia Taylor Lindler Dir. C/O John Morgan Brunson, Esquire, 1474 Jordan Hills Court Clearwater, Florida 34616

Same

Same

Sarah E. Fitzgerald Dir.

Janet S. Donigan Dir.

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ARTICLE VI. OFFICERS

The name and addresses of the officers of the corporation who shall hold office until their successors are elected or appointed are: Patricia Taylor Lindler Pres. C/O John Morgan Brunson, Esquire, 1474 Jordan Hills Court Clearwater, Florida 34616 Same V. Fres. Janet S. Donigan Sec./Treas.

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 19th day of April, 1996.

CORPORATION Incorporator BY: Its Agent, Karen B. Rozar