

*P*96000037866

HILDA M. PORRO, P.A.
ATTORNEY AT LAW

12769 W FOREST HILL BOULEVARD, SUITE E, WEST PALM BEACH, FL 33414
(407) 798-3994 • FAX 798-0570

April 24, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
APR 26 1996
TALLAHASSEE, FL
CORPORATION DIVISION

RE: PALM GLADES RURAL HEALTH ASSOCIATES, P.A.
ARTICLES OF INCORPORATION

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and check payable to the Department of State in the amount of \$70.00.

FROM: Hilda M. Porro, Esq.
12769 W. Forest Hill Blvd.
Suite E
Wellington, FL 33414
(407) 798-3994

200001796212
-04/26/96--01048--020
*****70.00 *****70.00

ARTICLES OF INCORPORATION
OF
PALM GLADES RURAL HEALTH ASSOCIATES, P.A.

RECEIVED
STATE OF FLORIDA
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA
JAN 23 1975

ARTICLE I - NAME

The name of this corporation is PALM GLADES RURAL HEALTH ASSOCIATES, P.A..

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as a health care provider.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 13740 Folkstone Circle, Wellington, Florida 33414.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12769 W. Forest Hill Blvd., Suite E, Wellington, Florida 33414 and the name of the initial registered agent of this corporation at that address is Hilda M. Porro.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five.

The name and address of the initial Board of Directors of the corporation is:

William Kirby Edge
13740 Folkstone Circle
Wellington, FL 33414

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is: William Kirby Edge, 13740 Folkstone Circle, Wellington, Florida 33414.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 24th day of April, 1996.


WILLIAM KIRBY EDGE, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24th day of April, 1996, by WILLIAM KIRBY EDGE, who is personally known to me or who has produced FL Drivers License as identification and who did take an oath.



HILDA M. PORRO
COMMISSION # CC 413871
EXPIRES OCT 17, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

Notary Public:

Sign *Hilda M. Porro*

Print HILDA M. PORRO

State of Florida at Large

My Commission Expires: 10/17/98

FILED
96 APR 26 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is PALM GLADES RURAL HEALTH ASSOCIATES, P.A..
2. The name and address of the registered agent and office is:

HILDA M. PORRO
12769 W. Forest Hill Blvd.
Suite E
Wellington, Florida 33414


WILLIAM KIRBY EDGE, Incorporator

Date: 4/23/96

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept 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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Hilda M. Porro, Registered Agent

Date: 4/23/96

P96000037866

8/21/97 01:12 PM FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET 5:23 PM

((H97000013869 7))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: BROAD AND CASSEL ACCT#: 076376001555
CONTACT: ~~Walter~~ Heather Ellis / Jodi Lawrence PHONE: (407)483-7000 FAX #: (407)483-7321 (561)
NAME: PALM GLADES RURAL HEALTH ASSOCIATES, P.A.
AUDIT NUMBER.....H97000013869
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Alt-Z FOR HELP | IBM PC | FDX | 38400 E71 | LOG OPEN | PRT OFF | LEXOR1

8/21/97 FLORIDA DIVISION OF CORPORATIONS 5:23 PM
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000013869 7))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

RECEIVED
97 AUG 27 PM 1:23
FLORIDA DIVISION OF CORPORATIONS

FILED
97 AUG 27 PM 3:02
TALLAHASSEE, FLORIDA

Amended / Restated
w/ Name Change
8/27/97
DC

8/21/97 05:34PM BROAD AND CASSEL
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

P.15:23 PM

((H97000013869 7))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: BROAD AND CASSEL ACCT#: 076376001555

CONTACT: ~~XXXXX~~ *Heather Ellis*
PHONE: (407)483-7000 *Jodi Lawrence* FAX #: (407)483-7321

NAME: PALM GLADES RURAL HEALTH ASSOCIATES, P.A.
AUDIT NUMBER.....H97000013869
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Alt-Z FOR HELP | IBM PC | FDX | 38400 E71 | LOG OPEN | PRT OFF | LEXOR1

8/21/97 FLORIDA DIVISION OF CORPORATIONS 5:23 PM
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000013869 7))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

RECEIVED
22 AUG 22 AM 8:09
DIV OF CORPORATIONS

Fax Audit Number: H97000013869

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

PALM GLADES RURAL HEALTH ASSOCIATES, P.A.

Pursuant to Section 607.1007 of the Florida Statutes, PALM GLADES RURAL HEALTH ASSOCIATES, P.A., a Florida professional association (the "Corporation"), certifies that:

- (1) The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on April 26, 1996.
- (2) The Articles of Incorporation are restated as follows:

ARTICLE I - NAME

The name of this Corporation is Palm Glades Rural Health Associates, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 217 West Avenue A, Belle Glade, Florida 33430.

Jodi B. Laurence, Esquire
Florida Bar Number 0860689
Broad and Cassel
7777 Glades Road
Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
Fax Audit Number: H97000013869

FILED
97 AUG 27 PM 3:02
TALLAHASSEE, FLORIDA

Fax Audit Number: H97000013869

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of \$.01 par value common stock which shall be designated as "Common Shares."

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434 and the name of the registered agent of this Corporation at that address is Jodi B. Laurence.

ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have one director constituting the Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five.

The name and address of the Board of Directors of the Corporation is:

William Kirby Edge
217 West Avenue A
Belle Glade, Florida 33430

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator for these Amended and Restated Articles is: William Kirby Edge, 217 West Avenue A, Belle Glade, Florida 33430.

ARTICLE X - INDEMNIFICATION

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

Fax Audit Number: H97000013869


Fax Audit Number: H97000013869

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

These Restated Articles of Incorporation were adopted by the Board of Directors of this Corporation on August 21, 1997. The shareholders unanimously approved this amendment on August 21, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 21 day of August, 1997.


William Kirby Edge
Incorporator/Sole Director
/President

Fax Audit Number: H97000013869

Fax Audit Number: H97000013869

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with the laws of the State of Florida, the following is submitted:

First - That Palm Glades Rural Health Associates, Inc., desiring to organize under the laws of the State of Florida, has designated 7777 Glades Road, Suite 300, Boca Raton, Florida 33434 as the place of business for the service of process within this state.

Second -- That the above corporation has named Jodi B. Laurence as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 21 day of August, 1997.


Jodi B. Laurence
Registered Agent

Fax Audit Number: H97000013869