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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

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ACCOUNT NO. : 072100000032

REFERENCE : 948007 81087A

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 122.50

ORDER DATE : May 9, 1996

ORDER TIME : 11:59 AM

ORDER NO. : 948007

CUSTOMER NO: 81087A

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CUSTOMER: Lewis W. Fishman, Esq
LEWIS W. FISHMAN, ESQUIRE

Suite 1121
9130 South Dadeland Boulevard
Miami, FL 33156

DOMESTIC FILING

NAME: CENTERS FOR FLORIDA HEALTH
CARE INC.

EFFECTIVE DATE: _

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS: *TH*

5-13-96

ARTICLES OF INCORPORATION
OF
CENTERS FOR FLORIDA HEALTH CARE, INC.

FILED
96 MAY -9 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation shall be CENTERS FOR FLORIDA HEALTH CARE, INC.

ARTICLE II

PURPOSES

This Corporation is a for-profit corporation organized under and in accordance with the Florida General Corporation Act as set forth in Chapter 607 of the Florida Statutes.

Without limiting the generality of the foregoing, the general purposes of the Corporation shall include, but are not limited to:

- (1) To provide program services for serving specialized patient populations.
- (2) To enter into contractual or other relationships with hospitals and other health care providers for the establishment and provision of specialized health care programs.
- (3) To do and transact all such business necessary, incident to or in any way connected with said purposes, or any of them.
- (4) To purchase the corporate assets of any other corporation.
- (5) To acquire, enjoy, utilize and dispose of patents, inventions, copyrights and trademarks, and any licenses or other rights or interest thereunder or therein.

(6) To contract debts and borrow money at such rates of interest and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon.

(7) To make gifts for scientific, charitable or educational purposes.

(8) To indemnify and hold its officers and directors harmless against all claims and liability as allowed by law, and as provided in the Corporation's By-Laws.

(9) To conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity within the purposes for which corporations may be organized under Chapter 607, Florida Statutes.

ARTICLE III

POWERS

The Corporation shall have all the powers of a natural person as provided by law, subject only to limitations set forth by these Articles, the By-Laws of this Corporation and applicable laws.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any one time shall be 1,000 shares of the par value of \$1.00 per share, all of which shall be common stock of the same class.

All authorized shares of par value stock shall be issued only for a consideration having a value as determined by the Board of Directors.

All stock issued shall be fully paid and non-assessable.

The stockholders shall have no preemptive rights with respect to the stock of the Corporation, and the Corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock.

ARTICLE VI

RESTRAINT ON ALIENATION OF SHARES

The shareholders of this Corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this Corporation. Such agreement(s) shall be stated or referred to on the Certificates of Stock, and the Corporation will not, when properly notified, transfer on its books any shares of stock in the Corporation issued to and held by parties to such agreements until adequate proof of compliance be furnished to the Corporation.

ARTICLE VII

PRINCIPAL OFFICE

The principal office of this Corporation shall be located in the City of Miami, County of Dade, State of Florida, and the Post Office address of said principal office of the Corporation shall be Suite 908, 3050 Biscayne Boulevard, Miami, Florida, 33137.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

Arlene M. Huysman, Ph.D.
Suite 908
3050 Biscayne Boulevard
Miami, Florida 33137

ARTICLE IX

DIRECTORS

Except as otherwise provided by law, by these Articles of Incorporation, or by the Corporation's Bylaws, the business and affairs of this Corporation shall be exercised by or under the authority of a Board of Directors, which Board shall not number less than two (2) Directors.

The initial number of Directors of this Corporation shall be two (2); provided, however, that such number may be changed from time to time in the manner provided in the Bylaws of the Corporation.

The names and addresses of such Initial Directors, who shall serve until the first Annual Meeting of the Shareholders of the Corporation, are as follows:

Arlene M. Huysman, Ph.D.
Suite 908
3050 Biscayne Blvd.
Miami, Florida 33137

Annette Martino
25 Second Street North
Suite 340
St. Petersburg, Florida 33701

ARTICLE X

AMENDMENTS

Amendments to these Articles of Incorporation may be adopted only by the shareholders of the Corporation acting in accordance with law and the Corporation's Bylaws.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

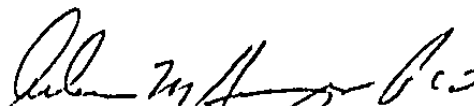
The street address of the Initial Registered Office of this Corporation shall be:

Two Datan Center - Suite 1121
9130 South Dadeland Boulevard
Miami, Florida 33156

The name of the Corporation's Initial Registered Agent at said address is:

Lewis W. Fishman, Esquire

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all as of this 8th day of May, 1996.


ARLENE M. HUYSMAN, Ph.D.

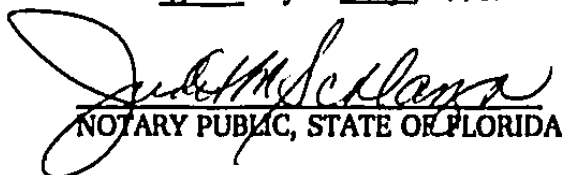
STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, personally, appeared this day ARLENE M. HUYSMAN, Ph.D., party to the foregoing Articles of Incorporation, to be well known and known to me to be described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she made, subscribed and acknowledged the foregoing Articles of Incorporation as her voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 8 day of May, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: May 9, 1999

Personally known

☒

or Produced Identification

☐

Type of Identification Produced

☐



JUDITH M. SCHLANGER
My Commission CC400076
Expires May. 09, 1999
Bonded by HAI
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

LEWIS W. FISHMAN does hereby agree to act as Registered Agent, until his
resignation or another Registered Agent is appointed.


LEWIS W. FISHMAN

FILED
96 MAY -9 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA