

MAY-9-1996 10:20
EMPIRE CORPORATE KIT
PUBLIC ACCESS 0101EP
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAILHERS TREE
TALLAHASSEE FL 32301
FAX: (904) 921-4000
CONTACT: RAY STORMONT
PHONE: (305) 541-369
FAX: (305) 541-3770
((H96000007478)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PARKWAY PHARMACY, INC.

FAX AUDIT NUMBER: H96000007478

DATE REQUESTED: 05/28/1996

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96 MAY 29 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 MAY 29 AM 11:15

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MAY-29-1996 10:20

EMPIRE CORPORATE KIT

ARTICLES OF INCORPORATION

OF

PARKWAY PHARMACY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.04/09

96 MAY 29 PM 2:45

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We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: PARKWAY PHARMACY INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value.

All stock is to be issued as fully paid and exempt from assessment.

Prepared by

Lopez-Aguilar & Cancio, P.A.
2300 Coral Way, Suite 100
Miami, Fl 33145.

(305) 856-7777

CARLOS C. LOPEZ-AGUIAR

FBN. 206393

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ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDRED DOLLARS AND NO/100 (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is: 9613 S.W. 117th Ct. Miami, Florida 33186. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered address of the corporation is 2300 Coral Way, Miami, Florida 33145.

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ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than six directors. A quorum for the holding of a meeting which shall be properly done by the Directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the slate of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JUAN ULISES ALVAREZ	President	9631 S.W. 117 Ct. Miami, Florida 33186
RAFAEL ALVAREZ	Vice- President Secretary	9631 S.W. 117 Ct. Miami, Florida 33186.

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

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NAME	ADDRESS	NUMBER OF SHARES
JUAN ULISES ALVAREZ	9613 S.W. 117 Ct. Miami, Fl. 33186.	50
RAFAEL ALVAREZ	9613 S.W. 117 Ct. Miami, Fl. 33186.	50

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 23rd day of May, 1996.


JUAN ULISES ALVAREZ (SEAL)


RAFAEL ALVAREZ (SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) SS

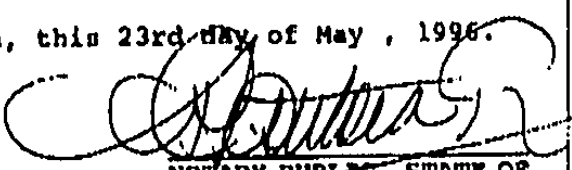
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, personally appeared JUAN ULISES ALVAREZ and RAFAEL ALVAREZ, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and

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acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed. Identification: JUAN ULISES ALVAREZ DL# A____-____-____-____ and RAFAEL ALVAREZ DL# A____-____-____-____.

WITNESS my hand and official seal at City of Miami, County of Dade, State of Florida, this 23rd day of May, 1996.


NOTARY PUBLIC, STATE OF
FLORIDA at Large

My Commission Expires:



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

FILED
96 MAY 29 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Miami, County of DADE, State of FLORIDA, has named FLORIDA ANNUAL REPORT SERVICES, INC., a Florida corporation located at 2300 Coral Way, Miami, Florida 33145, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

FLORIDA ANNUAL REPORT SERVICES, INC.

By 
MARIA CANTERA LOPEZ
PRESIDENT

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996000045493

JUL 12-1990

EMPIRE CORPORATE KIT

PAGE 08

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
400 EAST GAINES STREET MIAMI FL 33135- 33106-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 641-3694
FAX: (305) 641-3770
DOCUMENT TYPE: BASIC AMENDMENT

NAME: PARKWAY PHARMACY, INC.
FAX AUDIT NUMBER: H96000009678 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/11/1990 TIME REQUESTED: 16:32:33
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
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*(9.1.90) re.
Jude.*

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93 JUL 15 PM 12:04
TALLAHASSEE, FL 32399

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JUL 15 AM 8:35
TALLAHASSEE, FL 32399



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 12, 1996

PARKWAY PHARMACY, INC.
9613 S.W. 117TH COURT
MIAMI, FL 33186

SUBJECT: PARKWAY PHARMACY, INC.
REF: P96000045493

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Linda Stitt
Corporate Specialist

FAX Aud. #: H96000009676
Letter Number: 396A00034005

(3)

ARTICLES OF AMENDMENT P96000045493

OF

PARKWAY PHARMACY, INC.

THE UNDERSIGNED President of PARKWAY PHARMACY, INC., a Florida Corporation, filed May 29, 1996 assigned document number P96000045493, hereby certify that at a duly held special meeting of the Shareholders and Directors of the corporation held at the corporate offices at 2300 Coral Way, Miami, Florida, respectively at 2:00 P.M., on July 8, 1996 with all the Shareholders and Directors present. Upon motion duly made, seconded, and carried, it was unanimously resolved to:

A) Amend Article I of the Articles of Incorporation of Parkway Pharmacy, Inc., as follows:

ARTICLE I- CORPORATE NAME

The name of this Corporation is: FLAGLER MEDICAL CENTER, INC.

IN WITNESS WHEREOF, the Articles of Incorporation are amended as provided above and otherwise remain unchanged, the undersigned President of the corporation executed these Articles of Amendment, this 8th day of July, 1996.

FLAGLER MEDICAL CENTER, INC.



JUAN ULISES ALVAREZ, PRESIDENT

HUMBERTO CANCIO, JR., ESQ.
2250 S.W. 3rd Avenue, Suite 201
Miami, Florida 33129
(305) 856-7777
FBN. 260142

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96 JUL 15 11:13 AM
SECRETARY

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JUL-12-1996 15:09

EMPIRE CORPORATE KIT

P.08/00

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared, JUAN ULISSES ALVAREZ, the person described as President and who executed the foregoing Articles of Amendment, and acknowledged before me that they subscribed to these Articles of Amendment, on this 8th day of July, 1996.


NOTARY PUBLIC AT LARGE
STATE OF FLORIDA

MY COMMISSION EXPIRES:



A. J. FANDINO
My Comm Exp. 09/24/99
Bonded By Service Inc
No. CC495432
Notary Public (Notary A.)

HUMBERTO CANCIO, JR., ESQ.
2250 S.W. 3rd Avenue, Suite 201
Miami, Florida 33129