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PROVIDENCE, RHODE ISLAND 02903

(401) 271-7100

(401) 271-3911

8-14-80

096000057294

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PROVIDENCE
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032 DIVISION OF CORPORATION

REFERENCE : 011696 6209A

AUTHORIZATION

COST LIMIT : \$170.00

Patricia Pizub

ORDER DATE : July 8, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 011696

CUSTOMER NO: 6209A

700001886217

CUSTOMER: H. John Feldman, Esq
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32778-3200

DOMESTIC FILING

NAME: FLORIDA REGIONAL HEALTH CARE
SYSTEMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

504-672
W96-14228

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -8 AM 9:47

cf 5/9/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL -8 AM 9:47

RESUBMIT

Please give original
submission date as file date.

July 8, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: FLORIDA REGIONAL HEALTH CARE SYSTEMS, INC.
Ref. Number: W96000014228

We have received your document for FLORIDA REGIONAL HEALTH CARE SYSTEMS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 396A00033150

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96 JUL -8 PM 4:14

JUN-17 '96 (MON) 15:47 UROLOGY CENTER OF FL

352 237 7286

P. 002



FLORIDA DEPARTMENT OF STATE
Randra B. Northam
Secretary of State

April 25, 1996

CHRISTOPHER S. HILL
UROLOGY CENTER OF FLORIDA
3201 S.W. 34TH ST.
OCALA, FL 34474-7440

The name FLORIDA REGIONAL HEALTH CARE SYSTEMS, INC. has been reserved for 120 days beginning April 25, 1996. The reservation number is R86000002126 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 (Lanham 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

Neysa Culligan

Letter number: 696A00019683

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

Florida Regional Health Care Systems, Inc.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name and address of this corporation shall be: **Florida Regional Health Care Systems, Inc., 3201 Southwest 34th Street, Ocala, FL 34474.**

ARTICLE II
Purposes

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

ARTICLE III
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

NAME

D. Russell Locke

ADDRESS

3201 Southwest 34th Street
Ocala, FL 34474

The names and addresses of the Director(s) is/are:

NAME

D. Russell Locke

ADDRESS

3201 Southwest 34th Street
Ocala, FL 34474

Ira W. Klimberg

3201 Southwest 34th Street
Ocala, FL 34474

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulative¹ shall not be further restricted or qualified by any provision in the bylaws of the corporation.

C. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

D. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

E. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX **Effective Date**

The date that corporate existence shall begin shall be July 8, 1996. This election is pursuant to Florida Statute 607.0203.

ARTICLE X **Registered Office and Registered Agent**

The address of the initial registered office of this corporation is 3201 Southwest 34th Street, Ocala, FL 34474. The name of the Registered Agent of this corporation is D. Russell Locke at the above office address.

ARTICLE XI **Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 5th day of July, 1996.



D. Russell Locke

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DIVISION OF CORPORATIONS

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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as Initial Registered Agent for **Florida Regional Health Care Systems, Inc.**, as stated in these Articles of Incorporation.

Dated: July 5, 1996.



D. Russell Locke