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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

150.00 00.00 00.00 00.00 00.00
07/12/96--01055--007
*****78.75 *****70.75

SUBJECT: BW Holdings, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

John B. Witty
Name (printed or typed)

2345 Westminster Ter.
Address

Oviedo, FL 32765
City, State & Zip

407-282-5131
Daytime Telephone number

PH
7/15/96

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

BW HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of a corporation for profit:

ARTICLE I

The name of the Corporation shall be:

BW Holdings, Inc.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, viz.:

To purchase, acquire through the issuance of its capitol stock or otherwise, own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate, and generally deal in any and all lands, improved and unimproved, and in business blocks, office buildings, manufacturing works and plants, and other building of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal and mixed, wheresoever situated.

To own, hold, rent, lease, manage, encumber, improve, exchange, buy and sell real property, collect rents, and do a general real estate business; and in general to have and exercise all powers, rights and privileges necessary and incident to carrying out property and objects above mentioned.

To export from and import into the United States of America, and its territories and possessions, and any and all foreign countries, as principle or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with merchandise of every kind and nature for exportation from, and importation into the United States, to and from all countries foreign thereto, and to purchase and sell domestic merchandise in domestic market and foreign merchandise in foreign markets, and to do a general foreign and domestic importing and exporting business.

To do a general business as commission merchant, selling agent, and factor under del credere commission in the manner and to the same extent as natural persons could do.

To carry on any and all business as manufacturers, producers, merchants, wholesale and

retail, importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, repair, buy, sell and otherwise deal in any materials, articles or things within the United States.

To make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, for the purchasing, acquiring, holding, manufacturing, and selling or otherwise disposing of, either as principal or agent, upon commission or otherwise, all goods, wares and merchandise within the United States.

To carry on and undertake any business, undertaking, transaction, or operation commonly carried on or undertaken by merchants, commissionmen, factors, importers and manufacturer's agents and exporters and in the course of such business to draw, accept, endorse, acquire, and sell all or any negotiable or transferable instruments and securities.

To do a general commission merchant's and selling agent's business: to buy, sell, and otherwise dispose of, hold, own, manufacture, produce, export, import, and deal in, either as principle or agent, and upon commission or otherwise, all kinds of personal property whatsoever; to make and enter into all kinds of contracts, agreements, and obligations by or with any person requiring, manufacturing, repairing, selling and dealing in any articles of goods, wares or merchandise; and generally to exercise full power to perform any and all acts connected therewith, or arising therefrom or incidental thereto, and all acts proper or necessary for the purposes of the business.

To manufacture and to buy and sell any and all merchandise, supplies and equipment necessary or incidental to carrying on the general business of the corporation, and to do any and all things incidental to the carrying on of said business, including the right to own, buy, buy on credit, or otherwise acquire such personal property as may be necessary for carrying out the purpose for which this corporation is organized.

To take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, improve, develop and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein.

To purchase or otherwise acquire all or any part of the business, goodwill, rights, property, any assets of all kinds, and assume all or any part of the liabilities of any nature whatsoever of any company, corporation, partnership, firm or individual engaged in any lawful business and to continue any business so acquired in its own name or otherwise.

To borrow or raise monies for any of the purposes of the corporation and from time to time, without limit as to the amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and evidence of interest thereupon by mortgage on or pledge, conveyance, or assignment in trust of, the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

To provide multi-professional managed health care services to the health care industry.

Generally to make and perform contracts of any kind and description for the purpose of attaining any of the objects of the corporation; to do and perform any other acts or things and to exercise and adopt all powers which copartnership and natural persons could do or exercise, and which now are or hereafter may be authorized by law, and incidental to the performing and carrying out of the powers herein above specifically delegated or implied.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this, the Second Article of these Articles of Incorporation shall, except where otherwise so specified be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other article of these Articles of Incorporation but that the objects, purposes, and powers, and the enumeration of specified purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude or in any way limit by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, not or herein after in effect, or implied by any reasonable construction of the said law.

ARTICLE III

The maximum number of shares of this corporation shall be Ten Thousand (10,000) shares, said shares having a par value of \$0.10; and to be fully paid and non assessable; all of which shall be common stock; and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold or transferred only in accordance with the by-laws of the corporation as the corporation may from time to time make, and all of said shares of stock shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services may be purchased or paid for with the capital stock of the corporation at a just valuation.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall begin business shall not be less than One Thousand (\$1,000) Dollars.

ARTICLE V

This corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be at: 2345 Westminster Terrace, Oviedo, Florida, 32765. Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places both within and without the State of Florida and in any foreign countries. The name of the initial registered agent of this corporation at the above address is Dr. John B. Witty. The mailing address of the company is P.O. Box 621181, Oviedo, FL 32762-1181.

ARTICLE VII

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors of not less than one (1), to be increased at the discretion of the Board of Directors.

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation, all subject to the provisions of this certificate, the by-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

Dr. John B. Witty	2345 Westminster Terrace Oviedo, FL 32765
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Mr. John C. Barrett	1064 Corkwood Drive Oviedo, FL 32765
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ARTICLE IX

ADDRESSES OF THE OFFICERS OF THE CORPORATION

The names and post office addresses of the Officers of the Corporation are as follows:

CEO/Treasurer	2345 Westminster Terrace
Dr. John B. Witty	Oviedo, FL 32765

President/Secretary	1064 Corkwood Drive
Mr. John C. Barrett	Oviedo, FL 32765

ARTICLE X

NAMES AND ADDRESSES OF THE SUBSCRIBERS OF THE CORPORATION

Dr. John B. Witty

2345 Westminster Terrace
Oviedo, FL 32765

Mr. John C. Barrett

1064 Corkwood Drive
Oviedo, FL 32765

ARTICLE XI

The Directors may exercise all of the powers held by the corporation not inconsistent with the law, and in particular, they may:

- a. Determine upon what terms and conditions stock certificates which have been lost or destroyed may be replaced or reissued;
- b. Make by-laws for the exercise of corporate powers, the management, regulation and government of the corporation's property and affairs, the transfer of its stock and the calling and holding of its stockholders;
- c. Appoint such officers and agents as the affairs of the corporation shall require, and allow for suitable compensation;
- d. Issue notes and bonds of the corporation in evidence of its indebtedness and mortgage and pledge or otherwise encumber the corporations assets, real and personal, as security for the payment of same;
- e. Acquire by purchase, gift or other lawful mode, shares of its own capital stock and the capital stock of other corporations;

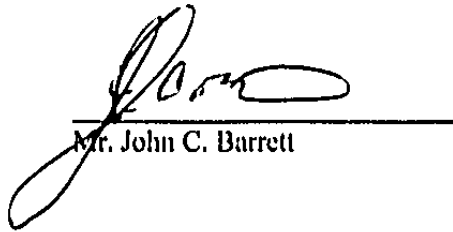
BUT, THIS enumeration of powers shall not be held as in any manner curtailing the power belonging to the Directors by virtue of the Common Statute laws of the State of Florida.

ARTICLE XII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporators, being the same persons named in Article X above, and in evidence of their desire to form this corporation, do hereunto subscribe their names, on this 10th day of July, A.D., 1996.


Dr. John B. Witty


Mr. John C. Barrett

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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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:

BW Holdings, Inc.

2. The name and address of the registered agent and office is:

John B. Witty
(NAME)

2345 Westminster Tr.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Oviedo, FL 32765
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

John B. Witty
(SIGNATURE)

7-10-96
(DATE)