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PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 178654 7118899

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 70.00

96 DEC -6 AM 10:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 6, 1996

ORDER TIME : 1:28 PM

ORDER NO. : 178654-015

CUSTOMER NO: 7118899

700002022867--5

CUSTOMER: Mr. Graig T. Cuden  
MR. CRAIG T. CUDEN

404 Sabal Palm Lane

West Palm Beach, FL 33418

DOMESTIC FILING

NAME: STUART HEALTHCARE SERVICES,  
INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

RECEIVED  
96 DEC -6 PM 2:21  
DIVISION OF CORPORATION

*12-9-96*

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96 DEC -6 AM 10:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
STUART HEALTHCARE SERVICES, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I. NAME**

The name of the corporation is Stuart Healthcare Services, Inc.

**ARTICLE II. PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III. CAPITAL STOCK**

This Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, One Cent (\$.01) par value per share.

**ARTICLE IV. ADDRESS**

The mailing address of the corporation is 1989 S.E. Federal Highway, Suite 201, Stuart, Florida 34994.

The street address of the initial registered office of the corporation is 1989 S.E. Federal Highway, Suite 201, Stuart, Florida 34994, and the name of the initial registered agent of the corporation at that address is Kim Hoover, D.C.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

## ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The name and Street address of the initial member of the Board of Directors is:

Kim R. Hoover, D.C. -

1989 S.E. Federal Highway  
Suite 201  
Stuart, Florida 34994

## ARTICLE VII. INDEMNIFICATION

A. The corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The corporation may pay in advance any expenses (including attorneys's fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, by-law, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who serves or served at the corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation

would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in the Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

#### ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Kim R. Hoover, D.C.

1989 Southeast Federal Highway  
Suite 201  
Stuart, Florida 34994

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal on this 13th day of November 1996.

Kim Hoover (inc)  
Kim R. Hoover, D.C.

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

FILED  
96 DEC -6 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in accordance with the requirements of Chapter 48.091, Florida statutes:

Stuart Healthcare Services, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Stuart, County of Martin, State of Florida, has named Kim R. Hoover, D.C., located at 1989 Southeast Federal Highway, Suite 201, Stuart, Florida 34994, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

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 Chapter 48.091, F.S., relative to keeping open said office.

Accepted this 4th day of December, 1996.

Kim Hoover (DC)  
Kim R. Hoover, D.C.