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JACKSONVILLE, FLORIDA  
32201-4546

December 13, 1996

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

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-12/17/96--01153--018  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Hygia Medica, Inc.

Dear Sir:


Enclosed for filing on behalf of Hygia Medica, Inc. are the following documents:

1. Original and one copy of Articles of Incorporation ("Articles").
2. Original and one copy of Registered Agent Designation.

Also enclosed is this firm's check number 010101 in the amount of \$122.50, representing associated filing fees and certification. Please provide this office with the certified copy of the Articles, as filed, in the enclosed self-addressed envelope provided.

Thank you for your prompt cooperation in this matter.

Sincerely,

  
Stephen G. Prom

SGP/hh  
Enclosures  
95696.1

*SGP*  
12/19/96

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC 16 PM 1:06

FILED

ARTICLES OF INCORPORATION  
OF  
HYGIA MEDICA, INC.

FILED  
96 DEC 16 PM 1:06  
SEC. STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is: HYGIA MEDICA, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 1728 Kingsley Avenue, Suite 103, Orange Park, Florida 32073.

ARTICLE III

DURATION

The existence of this Corporation shall commence on the date of filing with the Division of Corporations, State of Florida, and the term of duration of the Corporation shall be perpetual.

ARTICLE IV

NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares capital stock having a par value of One Dollar (\$1.00) each.

## ARTICLE VI

### DIRECTORS

The number of directors that the Corporation shall have shall be not less than two (2) but may be such greater number as may be elected by the shareholders from time to time in accordance with the Bylaws of the Corporation. Unless otherwise provided in the Bylaws, the Corporation shall have two (2) directors.

## ARTICLE VII

### INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors, who shall hold office for the first year of existence of the Corporation or until their successor is elected or appointed and has qualified is:

<u>Name</u>	<u>Address</u>
Michael H. Pearson	9818 Fawn Brook Drive Jacksonville, FL 32256
April B. Pearson	9818 Fawn Brook Drive Jacksonville, FL 32256

## ARTICLE VIII

### INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Michael H. Pearson	9818 Fawn Brook Drive Jacksonville, FL 32256

## ARTICLE IX

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1728 Kingsley Avenue, Suite 203, Orange Park, Florida 32073 and the name of the initial registered agent of this Corporation at that address is Michael H. Pearson.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

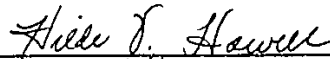
THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a Corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 12th day of December, 1996.



MICHAEL H. PEARSON

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this \_\_\_ day of December, 1996, by MICHAEL H. PEARSON, who is personally known to me or has produced FLA DRIVER'S LICENSE #25-548-62-349-0as identification.



Print Name: HILDE V. HOWELL  
Notary Public  
State of Florida At Large  
Commission No.: CC 353239  
My Commission Expires: 3/6/98

95386.1



HILDE V. HOWELL  
MY COMMISSION No. CC 353239  
EXPIRES MARCH 6, 1998

FILED

CERTIFICATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

96 DEC 16 PM 1:06

STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, the  
following is submitted:

That HYGIA MEDICA, INC., a Corporation duly organized and existing under the laws of the State of Florida, with its registered office being 1728 Kingsley Avenue, Suite 103, Orange Park, Florida 32073, County of Clay, State of Florida, has named MICHAEL H. PEARSON as its registered agent to accept service of process within this state.

12/12/96  
Date

  
MICHAEL H. PEARSON, Incorporator

ACCEPTANCE

Having been named to accept service of process from the above-stated Corporation, at the registered office designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said registered office.

12/12/96  
Date

  
MICHAEL H. PEARSON