

8

5:29 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000000464 2))

997000002149

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SUPERIOR HEALTH CARE, INC.

AUDIT NUMBER.....H97000000464

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:04:54

FILED
97 JAN -9 AM 11:18
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN -9 11:03:30

1-9-97
TH

H97 000000464

FILED
JAN -9 AM 11:18
TALLAHASSEE, FLORIDA
(4)

**ARTICLES OF INCORPORATION
OF
SUPERIOR HEALTH CARE, INC.**

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: SUPERIOR HEALTH CARE, INC. (the "Corporation").

ARTICLE II

The existence of the corporation shall commence upon the filing of these articles of incorporation and shall be perpetual.

ARTICLE III

The general purposes for which the corporation is initially organized are:

To engage in the practice of medicine as provided by Chapter 458 of the Florida Statutes or any successor statute providing therefor.

And in connection therewith and in furtherance thereof, to possess and exercise all the powers and privileges granted by the Florida Business Corporation Act or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock, having a par value of \$.01 per share.

Shares of the Corporation's stock and certificates shall be issued only to a doctor in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as the Corporation.

Prepared by:

Dawn Lankford Bowling, P.A.
Florida Bar No. 099734
Broad and Canal
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131

(305) 373-9400

H97 000000464

WALTON COUNTY, FLORIDA
JAN 14 1997

P. 14/27

EMPIRE CORPORATE KIT

JAN-08-1997 17:46

H97000000464

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be: B&C Corporate Services, Inc., Miami Center, 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

ARTICLE VI

The Corporation shall have two directors initially. The names and addresses of the initial directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are: Richard A. Berger, M.D. and Bruce L. Borot, M.D., 4302 Alton Road, Suite 100, Miami Beach, Florida 33140.

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than two.

ARTICLE VII

The name and address of the incorporator of the Corporation is: Dawn Lankford Bowling, P.A., Miami Center, 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

ARTICLE VIII

The mailing address of the Corporation is: c/o Mount Sinai Medical Center of Greater Miami, Inc., 4300 Alton Road, Miami Beach, Florida 33140, Attention: Bob Henkel.

ARTICLE IX

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Executed at Miami, Florida this 5th day of January, 1997.


DAWN LANKFORD BOWLING, P.A.,
Incorporator

H97000000464

H97000000464

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of SUPERIOR HEALTH CARE, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 24 day of January, 1997.

B&C CORPORATE SERVICES, INC.

By: Linda C. Frazier
Linda C. Frazier, Vice President

FILED
97 JAN -9 AM 11:18
CLERK OF STATE
TALLAHASSEE, FLORIDA

H97000000464