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MAGDIEL ROSARIO  
5205-C 26th Street West  
Bradenton, Florida 34207  
941-751-0582

January 23, 1997

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-02/04/97--01103--015  
\*\*\*\*122.50 \*\*\*\*122.50

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

Re: Windsor Referral Network, Inc.

Ladies and/or Gentlemen:

Enclosed in duplicate are the Articles of Incorporation for the above captioned corporation together with the certificate designating the Registered Agent. Also enclosed is a check to the Secretary of State in the amount of \$122.50 to cover the following:

1. \$35.00 - Filing Fee
2. \$52.50 - Certified Copy of Articles
3. \$35.00 - Filing Registered Agent Certificate

Subsequent to filing of the enclosed Articles of Incorporation, please call this office with the Charter Number and thereafter forward the certified copy to me at the above letterhead address. Thank you for your cooperation in this matter.

Very truly yours,

  
MAGDIEL ROSARIO

/dr  
windsor\secystat.let

Enclosures

Dmc  
25.97

FILED  
97FEB-3 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
WINDSOR REFERRAL NETWORK, INC.**

**FILED**  
97FEB-3 PH 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be WINDSOR REFERRAL NETWORK, INC., a Florida corporation. The mailing address of the Corporation and the principal office of the Corporation is 5205-C 26th Street, Bradenton, Florida, 34207.

**ARTICLE II - PURPOSE AND POWERS**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IV - CAPITAL STOCK**

The authorized capital stock of the Corporation shall be 10,000 shares of common stock having a par value of \$0.50 per share. The Corporation will have no other classes of shares.

#### **ARTICLE V - BOARD OF DIRECTORS**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The Corporation shall have one Director initially. The name and street address of the initial member of the Board of Directors is:

NAME	ADDRESS
MAGDIEL ROSARIO	5205-C 26th Street West Bradenton, Florida 34207

#### **ARTICLE VI - OFFICERS**

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

NAME	OFFICES
MAGDIEL ROSARIO	President/Vice President/ Secretary/Treasurer

#### **ARTICLE VII - BYLAWS**

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at the first meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

#### ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

#### ARTICLE IX - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 5205-C 26th Street West, Bradenton, Florida 34207.

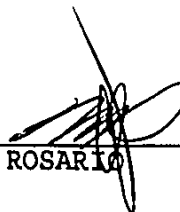
Section 2. The name of the initial registered agent of the Corporation located at said address shall be MAGDIEL ROSARIO.

#### ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
MAGDIEL ROSARIO	5205-C 26th Street West Bradenton, Florida 34207

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation on this 23<sup>rd</sup> day of JANUARY, 1997.

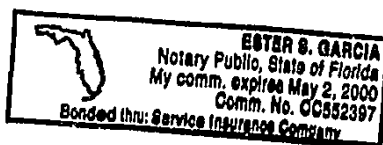
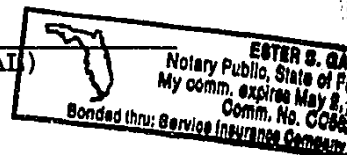
  
\_\_\_\_\_  
MAGDIEL ROSARIO

MANATEE OF FLORIDA  
COUNTY OF MANATEE

*MAGDICI*  
The foregoing instrument was acknowledged before me this  
23<sup>rd</sup> day of JANUARY, 1997, by DELIA M. ROSARIO, who is  
personally known by me and who did not take an oath.

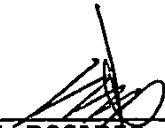
*Ester S. Marcia*  
NOTARY PUBLIC

(SEAL)



**ACCEPTANCE**

I hereby accept to act as initial Registered Agent for WINDSOR  
REFERRAL NETWORK, INC., as stated in these Articles of  
Incorporation.

  
\_\_\_\_\_  
MAGDIEL ROSARIO

**FILED**  
97 FEB -3 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA