



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

Re: FHC, Corp. Initial Filing

Dear Sir:

Articles of Incorporation for the above named entity are enclosed herewith.

Please provide a certified copy of all documentation upon filing.

A check in the amount of \$122.50 is enclosed covering the following:

Filing Fees of	70.00
Certified Copies	52.50
Total Enclosed	\$122.50

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****122.50 ****122.50

Thank you in advance for your kind attention to this important matter.

W.R. Whitaker for
Janis M. Richtmyer

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 21, 1997

JANIS M. RICHTMYER
223 ANNE BONNY DRIVE
KEY LARGO, FL 33037

SUBJECT: FHC, CORP.
Ref. Number: W97000001459

We have received your document for FHC, CORP. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 197A00002874

ARTICLES OF INCORPORATION
OF
FLORIDA HEALTHCARE CONSULTING, CORP.

FILED

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ARTICLE I - NAME

TALLAHASSEE, FLORIDA

THE NAME OF THIS CORPORATION IS FLORIDA HEALTHCARE CONSULTING, CORP.

ARTICLE II - NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED
UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS
CORPORATION SHALL BE:

223 ANNE BONNY DR.
KEY LARGO, FL 33037

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE SIXTY (60) SHARES
OF COMMON STOCK OF ONE DOLLAR AND 00/100 (\$1.00) PAR VALUE.

ARTICLE V - INITIAL REGISTERED AGENT

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

JANIS M. RICHTMYER
223 ANNE BONNY DR.
KEY LARGO, FL 33155

ARTICLE VI - DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VII - INITIAL DIRECTORS

THE NAME AND POST OFFICE ADDRESSES OF THE INITIAL DIRECTOR OF THIS CORPORATION IS: JANIS M. RICHTMYER
223 ANNE BONNY DR.
KEY LARGO, FL 33155

ARTICLE VIII - INCORPORATORS

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

JANIS M. RICHTMYER
223 ANNE BONNY DR.
KEY LARGO, FL 33155

ARTICLE IX - AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED BY THEM AT STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

FILED

ARTICLE X - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF
THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH ~~LAW AND~~ FLORIDA
HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA
SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF
FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED
THESE ARTICLES OF INCORPORATION THIS 4th DAY OF JANUARY, 1997.

Janis M. Richtmyer
SUBSCRIBER

STATE OF New York
: ss
COUNTY OF Columbia

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY
PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO
TAKE ACKNOWLEDGEMENTS, PERSONALLY APPEARED JANIS M. RICHTMYER, TO
ME KNOWN TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED
THE SAME FOR THE USES AND PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT Columbia COUNTY,
New York THIS 4th DAY OF JANUARY 1997.
Michelle Pullen
NOTARY PUBLIC

MY COMMISSION EXPIRES:

MICHELLE E. PULLEN
Notary Public, State of New York
Qualified in Columbia County
Reg. No. 4706506
Commission Expires 12/31/97

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 FLORIDA HEALTHCARE CONSULTING, CORP.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

JANIS M. RICHTMYER
223 ANNE BONNY DR.
KEY LARGO, FL 33155



JANIS M. RICHTMYER

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.



JANIS M. RICHTMYER
DATE: 4th DAY OF JANUARY 1997
February