

P97000033238

BRANT MOORE MACDONALD & WELLS, P.A.
ATTORNEYS AND COUNSELLORS
SUITE 3100-BARNETT CENTER
50 NORTH LAURA STREET
JACKSONVILLE, FLORIDA
32202

WILLIAM P. BRANT
TERRY A. MOORE
JOHN B. MACDONALD
S. GRIER WELLS
SCOTT L. GLAZIER
THOMAS M. REITER
DAVID T. ABRAHAM
STEPHEN G. PROM
JAN D. MCCORMICK

JEFFREY R. LUDWIG
JOHN I. FISHBURNE, III
DONALD E. TESIERO, II
LEONARDO J. MAIMAN
WILLIAM L. FINGER
FRANK M. TALBOT, II
BENJAMIN C. PARGMAN
ROBERT G. SHAFFER, II
MELISSA Y. FERWERDA

AL L. SCHNEIDER
OF COUNSEL

TELEPHONE (904) 353-3100
TELEFAX (904) 353-1168

MAILING ADDRESS:
POST OFFICE BOX 4548
JACKSONVILLE, FLORIDA
32201-4548

April 9, 1997

100002140471--9
-04/11/97--01071--003
***122.50 ***122.50

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

Re: Specialty Disease Management Services, Inc.

Dear Sir:

Enclosed for filing on behalf of Specialty Disease Management Services, 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 in the amount of \$122.50, representing the requisite filing and certification fees. Please forward a certified copy of the Articles to me in the enclosed, self-addressed envelope provided.

Thank you for your assistance.

Sincerely,

Hilde V. Howell
Hilde V. Howell,
Legal Assistant to
Stephen G. Prom, Esquire

\hh
Enclosure
101830.1

FILED
97 APR 11 710-37
TALLAHASSEE, FLORIDA

APR 11 1997
P97-1446

ARTICLES OF INCORPORATION
OF
SPECIALTY DISEASE MANAGEMENT SERVICES, INC.

FILED
97 APR 11 PM 10:37
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is: SPECIALTY DISEASE
MANAGEMENT SERVICES, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the
mailing address of this Corporation is 4237 Salisbury Road, Suite
401, Jacksonville, Florida 32216.

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 Ten Thousand (10,000) shares capital stock having a par value of \$.01 each.

ARTICLE VI

DIRECTORS

The number of directors that the Corporation shall have shall be not less than one (1) 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 one (1) director.

ARTICLE VII

INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors, who shall hold office for the first year of existence of the Corporation or until his successor is elected or appointed and has qualified is:

<u>Name</u>	<u>Address</u>
Frederic S. Goldstein	4237 Salisbury Road Suite 401 Jacksonville, FL 32216

ARTICLE VIII

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Stephen G. Prom	3100 Barnett Center 50 N. Laura Street Jacksonville, FL 32202

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3100 Barnett Center, 50 N. Laura Street, Jacksonville, Florida 32202 and the name of the initial registered agent of this Corporation at that address is Stephen G. Prom.

ARTICLE X

AMENDMENT

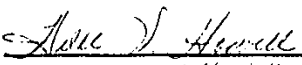
This Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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 9th day of April, 1997.


STEPHEN G. PROM

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 9th day of April, 1997, by STEPHEN G. PROM, who is [☒] personally known to me or who has [] produced a [state] _____ driver's license [number] _____ as identification.


Print Name: Hilde V. Howell
Notary Public
State of Florida At Large
Commission No.: 00303232
My Commission Expires: 3/6/98

100471.1



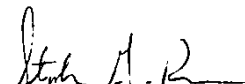
HILDE V. HOWELL
MY COMMISSION No. CC 353239
EXPIRES MARCH 6, 1998

CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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

That SPECIALTY DISEASE MANAGEMENT SERVICES, INC., a Corporation duly organized and existing under the laws of the State of Florida, with its registered office being 3100 Barnett Center, 50 N. Laura Street, Jacksonville, Florida 32202, County of Duval, State of Florida, has named STEPHEN G. PROM as its registered agent to accept service of process within this state.

4/9/97
Date


STEPHEN G. PROM,
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.

4/9/97
Date


STEPHEN G. PROM

FILED
97 APR 11 11:10:37
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA