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ACCOUNT NO. : 072100000032

REFERENCE : 334243 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizito*

ORDER DATE : April 17, 1997

ORDER TIME : 10:02 AM

ORDER NO. : 334243-005

100002146151--1

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUERIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

RECEIVED  
97 APR 17 AM 10:45  
DEPARTMENT OF REVENUE  
DIVISION OF CORPORATE  
REGISTRATION

DOMESTIC FILING

NAME: CHC ADMINISTRATORS, INC.

FILED  
97 APR 17 AM 11:20  
STATE OF FLORIDA  
TALLAHASSEE

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: \_\_\_\_\_

ON APR 17 1997

**ARTICLES OF INCORPORATION  
OF  
CHC ADMINISTRATORS, INC.**

**FILED**  
97 APR 17 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is CHC ADMINISTRATORS, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 7406 Fullerton Street, Ste. 200, Jacksonville, Florida 32256.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131 and the name of its initial registered agent at such office is **Joel L. Stocker**.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four (4), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Richard C. Powell  
7406 Fullerton Street  
Ste. 200  
Jacksonville, Florida 32256

Mitchell Rothstein, M.D.  
1801 Barrs St.  
Ste. 810  
Jacksonville, Florida 32204

Karen Ryugo  
411 West Putnam Ave.  
Greenwich, Connecticut 06830

Raymond J. Minella  
667 Madison Ave.  
New York, New York 10021

#### **ARTICLE VII**

The name of the Incorporator is Joel L. Stocker and the address of the Incorporator is 1221 Brickell Ave., Ste. 21, Miami, Florida 99999.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 17th day of April, 1997.

  
Joel L. Stocker, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of CHC ADMINISTRATORS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

BY: 

Joel L. Stocker, Registered Agent

Dated: 17th day of April, 1997

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA