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ACCOUNT NO. : 072100000032

REFERENCE : 335268 4309962

AUTHORIZATION :

*Patricia Pyatt*

COST LIMIT : \$ 70.00

ORDER DATE : April 17, 1997

ORDER TIME : 11:37 AM

ORDER NO. : 335268-005

CUSTOMER NO: 4309962

CUSTOMER: Ms. Elizabeth Stottlemeyer  
EPSTEIN, BECKER & GREEN

1227 25th St., N.w.

Washington, DC 200371156

DOMESTIC FILING

NAME: CLEVELAND CLINIC FLORIDA  
HEALTH NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Paula K. Kendrick

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

FILED  
97 APR 18 PM 2:38  
TALLAHASSEE FLORIDA

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APR 18 1997

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TALLAHASSEE, FLA.

**ARTICLES OF INCORPORATION  
OF  
CLEVELAND CLINIC FLORIDA HEALTH NETWORK, INC.**

The undersigned, for the purpose of forming a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I. NAME**

The name of the corporation shall be Cleveland Clinic Florida Health Network, Inc. (which is hereafter referred to as the "Corporation").

**ARTICLE II. PURPOSE**

The purpose or purposes for which the Corporation is organized are to engage in any or all related lawful business for which corporations may be organized under the Florida Business Corporation Act and to exercise all the powers, rights and privileges granted to business corporations under such law.

**ARTICLE III. PRINCIPAL OFFICE**

The address, including the street, number and city in the State of Florida of the Corporation's initial principal office shall be 600 West Hillsboro Boulevard, Suite 210, Deerfield Beach, Florida, 33441.

**ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000), with each share of common stock having a par value of one cent (\$0.01) per share. All of the shares shall be common shares and there shall be no other class or classes of shares. All or any part of such shares may be issued by the Corporation from time to time, as may be determined by the Board of Directors, as provided by law.

**ARTICLE V. NO PREEMPTIVE RIGHTS**

There are no preemptive rights of shareholders to acquire additional shares of the Corporation.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial registered agent and the address of the initial registered office of the Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida, 32301.

**ARTICLE VII. INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Robert D. Reif, 1227 25th Street, NW, Suite 700, Washington, D.C., 20037.

**ARTICLE VIII. INITIAL DIRECTORS**

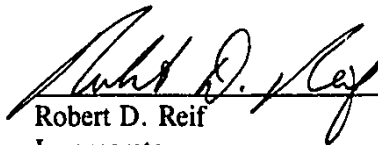
The name and mailing addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall be qualified are:

Harry K. Moon, M.D.  
Cleveland Clinic Florida  
3000 West Cypress Creek Road  
Fort Lauderdale, FL 33309

Larry J. Harrison  
Cleveland Clinic Florida Health Plan, Inc.  
600 West Hillsboro Blvd., Suite 210  
Deerfield Beach, FL 33441

The Board of Directors may be expanded or contracted in accordance with the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of this 17th day of April, 1997.

  
Robert D. Reif  
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By:

  
Sheila R. Hawkins, Assistant Secretary

Date: April 17, 1997.

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APR 18 PM 2:25  
CLERK OF DISTRICT COURT  
FLORIDA  
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