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NAME: MID-FLORIDA WOMEN'S HEALTH SERVICES NETWORK,
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**MID-FLORIDA WOMEN'S HEALTH
SERVICES NETWORK, INC.**

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of MID-FLORIDA WOMEN'S HEALTH SERVICES NETWORK, INC. (the "Corporation"), under Chapter 607, the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

A. The name of this corporation shall be Mid-Florida Women's Health Services Network, Inc.

B. The duration of the Corporation is perpetual, with the effective date upon which this Corporation comes into existence being the date these Articles are filed with the Secretary of State.

ARTICLE II

Purpose

This Corporation is organized for the purpose of the development and operation of an organization that administers the matching of skilled providers of obstetrical and gynecological services in greater Orlando and adjacent mid-Florida areas with health care purchasers who desire their services, and the transacting of any and all lawful business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III

Principal Office and Mailing Address

The principal place of business and mailing address of the Corporation shall be:

Mid-Florida Women's Health Services Network, Inc.
1925 Mizell Avenue, Suite #206
Winter Park, Florida 32792

Prepared by Linda S. Gemind, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Florida Bar No. 0848352

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2

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which this network is authorized to have outstanding at any one time is five hundred (500) shares of Class A voting common stock having a par value of \$0.01 per share, and one hundred (100) shares of Class B voting stock having a par value of \$0.01. Each Class A shareholder may only vote his share(s) in connection with the election of directors and in connection with ratification of issues referred for ratification by the Board of Directors under the bylaws. Each Class B institutional shareholder may only vote his share(s) in connection with the election of the director from the participating institution and in connection with ratification of issues referred for ratification by the Board of Directors under the bylaws, and is eligible to share in any dividends equally with Class A provider shareholders.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is:

50 North Laura Street
Suite 3400
Jacksonville, FL 32202

and the name of the Corporation's initial registered agent at the address is:

RAX CO.

ARTICLE VI
Incorporator

The name and address of the incorporator of the Corporation is:

Name

Address

Wayne W. Adams

501 Park Avenue
Belleair, Florida 34616

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3

ARTICLE VII
Board of Directors

- A. All affairs of the Corporation shall be managed by a Board of Directors.
- B. The method of election, resignation, filling vacancies, removing, and term(s) of directors shall be as determined by the bylaws of the Corporation.
- C. This Corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but shall never be less than four (4).

The names and addresses of the initial Board of Directors (alphabetically) are as follows:

| | Name: | Address: |
|----|-------------------------|--|
| 1. | Ted E. Manos, M.D. | 1925 Mizell Avenue, Suite #206 Winter Park, Florida 32792 |
| 2. | Ladislav V. Smyk, M.D. | 1170 South Semoran Boulevard Orlando, Florida 32807 |
| 3. | Randy S. Tompkins, M.D. | 1450 State Road 434, Suite #116 Longwood, FL 32750 |
| 4. | Thomas S. Young, M.D. | 1925 Mizell Avenue, Suite #200 Winter Park, Florida 32792 |

ARTICLE VIII
Compensation

The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE IX
Immunity

The directors of the Corporation shall be immune from liability to the Corporation to the fullest extent permitted by law.

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4

ARTICLE X
Indemnification

The Corporation shall indemnify each officer and director of the Corporation, and may indemnify any other person, to the maximum extent permitted by the Florida Business Corporation Act and other applicable laws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this sixteenth day of April, 1997.



Wayne W. Adams, Incorporator

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5

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607, Florida Statutes (1993), Mid-Florida Women's Health Services Network, Inc., 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 Mid-Florida Women's Health Services Network, Inc.
2. The name and address of the registered agent and office are:

RAX CO. 50 North Laura Street
Suite 3400
Jacksonville, FL 322002


Wayne W. Adams, Incorporator

April 16, 1997
Date

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, RAX CO. hereby accepts the appointment as registered agent and agrees to act in this capacity. RAX CO. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and RAX CO. is familiar with and accepts the obligations of its position as registered agent.

RAX CO.
By: 
Gregory K. West, Vice President
April 21, 1997
Date

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AFFIDAVIT

**STATE OF FLORIDA
COUNTY OF DUVAL**

BEFORE ME., the undersigned authority, personally appeared Ted E. Manos, M.D., President of Mid-Florida Women's Health Services Network, Inc., a Florida Not-For Profit corporation being dissolved, Document No. N96000001249 (the "Corporation"), pursuant to Florida Statutes Section 607.1405(4) after having been duly sworn, hereby affirms the following:

1. The Board of Directors of the Corporation approved dissolution of the Corporation on August 28, 1996 and Articles of Dissolution were filed with the Florida Secretary of State on April 21, 1997.

2. The Corporation permits the immediate use of its name by Mid-Florida Women's Health Services Network, Inc., a Florida for profit corporation, as it has no intention of revoking the dissolution.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated: April 22, 1997

**MID-FLORIDA WOMEN'S HEALTH
SERVICES NETWORK, INC.**

By: Ted E. Manos
Ted E. Manos, M.D., President

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