



ACCOUNT NO. : 072100000032

REFERENCE : 392776 4340257

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 15, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 392776-005

CUSTOMER NO: 4340257

CUSTOMER: Kathleen Haggerty, Legal Asst.  
SMITH, HULSEY & BUSEY

225 Water St. / Ste. 1800  
First Union National Bank Twr.  
Jacksonville, FL 32202

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-05/15/97--01062--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: JACKSONVILLE HEARING AND  
BALANCE INSTITUTE, INC.

EFFECTIVE DATE:

XXX 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: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
JUN 11 1997  
JACKSONVILLE, FL

5/15/97  
JACKSONVILLE, FL  
SECRETARY OF STATE

FILED  
SECRETARY OF STATE  
CORPORATIONS  
JAN 17 1970

**ARTICLES OF INCORPORATION  
OF  
JACKSONVILLE HEARING AND BALANCE INSTITUTE, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I-NAME**

The name of this Corporation is Jacksonville Hearing and Balance Institute, Inc.

**ARTICLE II-PRINCIPAL OFFICE**

The street address of the initial principal place of business and mailing address of this Corporation are 1325 San Marco Boulevard, Suite 901, Jacksonville, Florida 32207.

**ARTICLE III-CAPITAL STOCK**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

**ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent are Harvey Granger, 1301 Riverplace Boulevard, Suite 1700, Jacksonville, Florida 32207.

**ARTICLE V-INDEMNIFICATION**

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

**ARTICLE VI-INCORPORATOR**

The name and street address of the incorporator are E. Lanier Drew, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

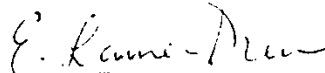
#### ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments to the Bylaws shall not become effective until ratified (i) by the shareholder of this Corporation, acting by the affirmative vote of at least three-fourths of the directors then in office of the shareholder, and (ii) solely in respect of amendments that change the mission and philosophy statement, by Baptist Health System, Inc. and Daughters of Charity National Health System - East, Inc.

#### ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments shall not become effective until ratified (i) by the shareholder of this Corporation, acting by the affirmative vote of at least three-fourths of the directors then in office of the shareholder, and (ii) solely in respect of amendments that change the mission and philosophy statement, by Baptist Health System, Inc. and Daughters of Charity National Health System - East, Inc.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of May, 1997.

  
\_\_\_\_\_  
E. Lanier Drew

207882

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, Jacksonville Hearing and Balance Institute, 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 Jacksonville Hearing and Balance Institute, Inc.

2. The name and address of the registered agent and office are Harvey Granger, 1301 Riverplace Boulevard, Suite 1700, Jacksonville, Florida 32207.

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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Harvey Granger

Date: May 14, 1997

FILED  
SECRETARY OF STATE  
JACKSONVILLE, FLORIDA