

Charter Number Only

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Requesting Name  
Address  
City State ZIP Phone

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VALIDATION ONLY

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-06/24/97--01049--019  
\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

Passages Medical Partnership, Inc.



Empire Toll Free: 1-800-432-3028

FILED  
97 JUN 24 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Will Wait	<input type="checkbox"/> Mail Out	

Name	
Availability	
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Examiner	
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Verifier	
Acknowledgment	
W.P. Verifier	

CERTIFIED COPY

97 JUN 24 AM 10:1  
DIVISION OF CORPORATE

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

PASSAGES MEDICAL PARTNERSHIP, INC.

The undersigned Incorporator of these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is PASSAGES MEDICAL PARTNERSHIP, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States Of America and the State of Florida.

ARTICLE III - CAPITAL STOCK

The amount of the capital stock which the corporation shall have authority to issue is 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV - DURATION

The corporation is to exist perpetually commencing at the time of filing these Articles of Incorporation by the Department of State.

ARTICLE V - DIRECTORS

The corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but there shall never be more than four Directors. The name and street address of the initial Directors of this corporation are:

Ivan C. Frederickson, Jr., 2000 PGA Boulevard, Suite 2204, North Palm Beach, FL 33408  
William Burckart, 2000 PGA Boulevard, Suite 2204, North Palm Beach, FL 33408

ARTICLE VI

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Timothy K. Anderson, Esquire, 631 US Highway One, Ste. 404, North Palm Beach, FL 33408

ARTICLE VII

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

ARTICLE VIII

BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the corporation.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 631 U.S. Highway One, Suite 404, North Palm Beach, Florida 33408, the initial Registered Agent of this corporation at that address is Timothy K. Anderson, Esq.

ARTICLE X

INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is  
2000 PGA Boulevard, Suite 2204, North Palm Beach, Florida 33408

IN WITNESS WHEREOF, the undersigned being the Incorporator has executed these

Articles of Incorporation.



\_\_\_\_\_  
Timothy K. Anderson, Incorporator

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH         )

The foregoing Articles of incorporation of PASSAGES MEDICAL PARTNERSHIP, INC. were acknowledged before me this 18th day of June, 1997, by Timothy K. Anderson, Incorporator.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:



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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, 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: PASSAGES MEDICAL PARTNERSHIP, INC.

2. The name and address of the registered agent and office is:

Timothy K. Anderson, Esquire  
631 U.S. Highway One, Ste. 404  
North Palm Beach, Florida 33408

  
\_\_\_\_\_  
Timothy K. Anderson, Incorporator

DATE 6/18/97

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

  
\_\_\_\_\_  
Timothy K. Anderson, Esq.

DATE 6/18/97

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