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August 14, 1997

FEDERAL EXPRESS

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*****70.00 *****70.00

Corporations Division
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32314

4000002268284--9
-08/15/97-01055-018
*****52.50 *****52.50

RE: CELEBRATION HEALTH MEDICAL GROUP, INC.

Dear Madam:

Please find enclosed the Articles of Incorporation for Celebration Health Medical Group, Inc. together with our checks in the amount of \$70.00 and \$52.50, respectively, which we understand is the filing fee for filing the Articles of Incorporation and designating a registered agent and obtaining another certified copy of the Articles of Incorporation as filed.

Should you have any questions regarding this request, we would ask that you please contact us by calling 407-975-1413.

Thank you for your assistance.

Sincerely,

T. L. Trimble, Vice President

TT:tl

Enclosures (3)

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B. REGISTERED AUG 18 1997

FILED
97 AUG 15 AM 9:38
SECY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CELEBRATION HEALTH MEDICAL GROUP, INC.
(A Corporation for Profit)

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SECRETARIAL
TALLAHASSEE, FLORIDA

This is to certify that the undersigned do hereby associate as a body corporate for profit under the laws of the state of Florida, pursuant to the authority and provisions of Chapter 607 of the Florida Statutes and do hereby adopt the following Articles of Incorporation.

ARTICLE I.

Name

The name of the Corporation is CELEBRATION HEALTH MEDICAL GROUP, INC. The Board of Directors shall determine the location of the principal office of the Corporation. Until such time, the principal office shall be maintained at 400 Celebration Place, Celebration, Florida 34747. The mailing address of the Corporation shall also be located at 400 Celebration Place, Celebration, Florida 34747.

ARTICLE II.

Offices and Registered Agent

The Corporation shall have and continuously maintain in Florida its principal place of business and a registered agent thereat upon whom process can be served. The address of the registered office is 111 North Orlando Avenue, Winter Park, Florida 32789, and the name of the registered agent in charge thereof is T.L. Trimble.

ARTICLE III.

Purposes of Corporation

The purposes for which the Corporation is organized are to manage and own medical office practices and the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, including, but not limited to, the performance of any and all acts or services that may be incidental or necessary to carry out such purposes.

ARTICLE IV.

Powers

The Corporation shall possess and exercise all the powers and privileges granted by Chapter 607 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by any restrictions set forth in these Articles of Incorporation.

ARTICLE V.

Term of Existence

The Corporation's existence shall commence on the filing of these Articles of Incorporation with the Secretary of State of Florida and shall thereafter continue in perpetuity.

ARTICLE VI.

Authorized Shares

SECTION 6.1 **Number.** The aggregate number of shares which the Corporation shall have the authority to issue is one class of one hundred (100) shares of Common Stock, no par value. Each share of Common Stock shall be entitled to the preferences, rights and

limitations as specifically set forth in these Articles of Incorporation.

SECTION 6.2 Voting Rights. Each holder of record of Common Stock shall be entitled to one (1) vote for each share held at each meeting of the Shareholders with respect to any matter on which the Shareholders have the right to vote.

ARTICLE VII.

Preemptive Rights and Cumulative Voting

Shareholders shall have preemptive rights. Shareholders shall not be entitled to cumulative voting.

ARTICLE VIII.

Directors

SECTION 8.1 Number. The affairs of the Corporation are to be managed by a Board of Directors consisting of up to eight (8) Directors, with the Directors divided into two categories, namely, Class A Directors who shall be three (3) in number, and Class B Directors. A majority of the Board of Directors of the Corporation shall at all times be selected from individuals who are not officers, employees or directors of Adventist Health System Sunbelt Healthcare Corporation or any tax-exempt affiliate of Adventist Health System Sunbelt Healthcare Corporation.

SECTION 8.2 Powers. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for this Corporation.

SECTION 8.3 Election and Term of Office. The initial Class A Directors shall be Richard K. Reiner, 2400 Bedford Road, Orlando, Florida 32893; Terry D. Shaw, 601 East Rollins Street, Orlando, Florida 32803; and Lars D. Houmann, 601 East Altamonte Drive, Altamonte Springs, Florida 32719. Each Class A Director shall hold office for a term of three (3) years.

The initial Class B Directors shall be appointed by a majority vote of the initial Class A Directors at the initial organizational meeting of the Board of Directors to hold office for the following term(s):

Two Class B Directors - One Year Term
One Class B Director - Two Year Term
Two Class B Directors - Three Year Term

Following the expiration of the terms of the initial Class A and Class B Directors, the Shareholders shall elect a successor for each director whose term is expiring for terms of three (3) years each, or until his or her successor is duly elected.

SECTION 8.4 Voting. All actions to be taken by the Board of Directors shall require an affirmative vote of a majority (51 percent) of the members of the Board of Directors in attendance at a meeting whereat a quorum is present except as may be specified in the Corporation's Bylaws.

SECTION 8.5 Removal of Directors. The Shareholders may remove one or more Directors with or without cause.

ARTICLE IX.

Officers

SECTION 9.1 Number. There shall be two (2) Officers of the Corporation. They are: President and Secretary-Treasurer. The Corporation may, at the discretion of the Board of Directors, provide for different categories of Officers, and may have additional and assistant Officers including, without limitation thereto, Assistant Treasurers and Assistant Secretaries.

SECTION 9.2 Election and Term of Office. Officers shall be elected for terms of one (1) year by the Board of Directors at the Annual Meeting of the Directors.

SECTION 9.3 Powers and Duties. The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of this Corporation.

ARTICLE X.

Amendment of Bylaws

The power to make, alter, amend, repeal, or adopt the Bylaws of this Corporation shall be vested in the Shareholders.

Amendments to the Bylaws of the Corporation shall be presented at a special meeting called for that purpose at which a quorum of not less than two-thirds (2/3) of the Shareholders entitled to vote shall be present. The affirmative vote of ninety (90) percent of the Shareholders present and entitled to vote shall be required in order for an amendment to be adopted.

ARTICLE XI.
Amendment of Articles of Incorporation

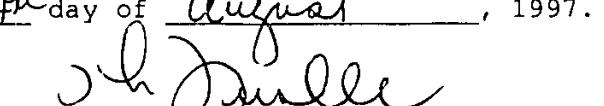
The Articles of Incorporation of the Corporation shall be amended upon reading and approval of such amendments at a special meeting of the Shareholders called for that purpose at which a quorum of not less than two-thirds (2/3) of the Shareholders entitled to vote shall be present. Such amendments must be approved by ninety (90) percent of the Shareholders present and entitled to vote. Following the requisite approvals, such amendments shall become operative from and after the date on which they were filed with the Secretary of State of Florida.

ARTICLE XII.
Incorporator

The name and address of the Incorporator is:

T. L. Trimble
111 North Orlando Avenue
Winter Park, Florida 32789

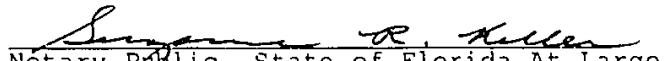
IN WITNESS HEREOF, the undersigned has signed these Articles of Incorporation this 14th day of August, 1997.


T. L. Trimble

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, personally appeared T. L. Trimble, well known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 14th day of August, 1997.


Notary Public, State of Florida At Large

My Commission Expires: 12/20/98

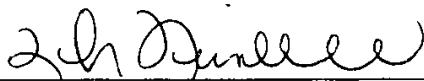


SUZANNE R. KELLER
My Comm Exp. 12/20/98
Bonded By Service Ins
No. CC419856

ACCEPTANCE

(Personally Known) (Other)

I hereby agree to act as the Registered Agent for Celebration Health Medical Group, Inc., stated in the Articles of Incorporation of said Corporation.


T. L. Trimble, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 14th of August, 1997.


Notary Public, State of Florida At Large

My Commission Expires 12/20/98

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SUZANNE R. KELLER
My Comm Exp. 12/20/98
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(Personally Known) (Other)

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