

P97000085508

ROBERT C. HILL CPA
5309 4TH AVE WEST
BRADENTON, FLORIDA 34209

DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
BOX 6327
TALLAHASSEE, FL 32314

400002309604--9
-10/02/97--01016--009
*****70.00 *****70.00

DEAR SIR OR MADAM:

PLEASE FIND ENCLOSED THE ARTICLES OF INCORPORATION, ACCEPTANCE
AS REGISTERED AGENT, AND THE FILING FEES OF \$70.00 FOR
MIDTOWN MEDICAL CENTERS, INC. AN ADDITIONAL COPY OF THE
ARTICLES OF INCORPORATION IS ENCLOSED SO THAT YOU CAN DATE AND
RETURN THEM TO US AT THE ABOVE ADDRESS.

WE WILL EXPECT YOUR ACCEPTANCE AND DATED COPY BY RETURN MAIL.

EFFECTIVE DATE
10-1-97

IF YOU HAVE ANY QUESTIONS PLEASE WRITE.

SINCERELY YOURS,

Robert Hill
ROBERT C. HILL

FILED
97 OCT -2 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 13

BSR

ARTICLES OF INCORPORATION
OF
MIDTOWN MEDICAL CENTERS, INC.

FILED

I, VICKI J. SHANNON, the undersigned, do hereby establish for the purpose of becoming a Corporation, operating for profit by and under the statutes of Florida appertaining and providing for the STATE formation, liabilities, rights, privileges and immunities of a Corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a Corporation for profit and do hereby declare, state and certify:

97OCT-2 AM 9:10

TALLAHASSEE, FLORIDA

EFFECTIVE DATE
10-1-97

ARTICLE I

The name of this Corporation shall be MIDTOWN MEDICAL CENTERS, INC.

ARTICLE II

This Corporation shall have perpetual existence unless sooner dissolved as directed by law.

ARTICLE III

The Corporation may transact any and all lawful business for which a Corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The maximum number of shares of stock this Corporation is authorized to issue and have outstanding at any time shall be ONE HUNDRED shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each such share shall be money, property, or services of value at least equivalent to the stock issued as fixed and determined, from time to time, by the board of directors.

ARTICLE V

The amount of capital with which this corporation will begin business shall be not less than ONE HUNDRED DOLLARS.

ARTICLE VI

The street address of the corporation's principal office and initial registered agent of this corporation is 936 14TH ST W., BRADENTON, FL 34205

ARTICLE VII

The name and address of the initial registered agent of this corporation is VICKI J. SHANNON, 936 14TH ST W., BRADENTON, FL 34205.

ARTICLE VIII

The subscriber of the Articles of Incorporation, together with her respective addresses is:

NAME
VICKI J. SHANNON

ADDRESS
936 14TH ST W., BRADENTON, FL 34205

ARTICLE IX

These Articles of Incorporation may be amended in a manner provided therefore by the Laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the Stockholders of this Corporation. Any questions, motions or action of the Stockholders of this

Corporation shall be decided by a majority vote of the Stockholders entitled to vote thereon. The By-Laws of this Corporation shall be promulgated, adopted, amended, changed or deleted by the Stockholders of this Corporation.

The Business Affairs of this Corporation shall be conducted by a Board of Directors, and the Directors thereof shall be elected at the Annual Meeting of the Stockholders of this Corporation as a condition precedent to holding an office or being a Director or Agent in this Corporation. The Officers and Directors of this Corporation shall have and enjoy all the rights, privileges and immunities of a Corporation operating under the Laws of State of Florida, appertaining thereto at the time of the Incorporation hereof and any Amendments thereto. The number and nature of the Offices in this Corporation subsequent to the initial Offices may be increased, deleted or changed by the By-Laws of this Corporation in keeping with the Laws of the State of Florida appertaining thereto.

ARTICLE X

This corporation shall indemnify any officer or director, any former officer or director, to the full extent permitted by law.

ARTICLE XI

The effective date of this corporation shall be October 1, 1997

IN WITNESS WHEREOF, the Undersigned Subscriber has executed the foregoing Articles of Incorporation, on 30TH DAY OF SEPTEMBER, 1997.

SIGNED, IN THE PRESENCE OF:

Robert Hill
WITNESS

[Signature]
SUBSCRIBER

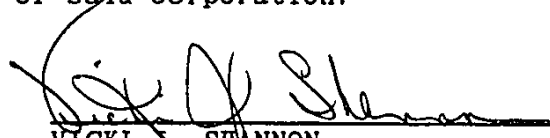
ACCEPTANCE AS REGISTERED AGENT
FOR
MIDTOWN MEDICAL CENTERS, INC.

FILED

97 OCT -2 AM 9:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, VICKI J. SHANNON, hereby am familiar with and accept the duties and responsibilities as registered agent of said corporation.


VICKI J. SHANNON

9-30-97
DATE