

P97000089054

Bl... & Meenan, P.A.
 Registered Agent
 20... St
 Tallahassee, FL 32301 681-6710
 City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Continuum Health Systems, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #) **500002321385--8**
-10/16/97--01001--008
3. _____
 (Corporation Name) (Document #) ******122.50 ****122.50**
4. _____
 (Corporation Name) (Document #)

- ☒ Walk in
 ☐ Pick up time _____
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☐ Will wait
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☐ Certificate of Status

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS		AMENDMENTS	
<input type="checkbox"/>	Profit	<input type="checkbox"/>	Amendment
<input type="checkbox"/>	NonProfit	<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Limited Liability	<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Domestication	<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Other	<input type="checkbox"/>	Merger

OTHER FILINGS		REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Annual Report	<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Fictitious Name	<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Name Reservation	<input type="checkbox"/>	Reinstatement
		<input type="checkbox"/>	Trademark
		<input type="checkbox"/>	Other

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 DIVISION OF CORPORATION

[Handwritten signature]
 10/16

Examiner's Initials	
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**ARTICLES OF INCORPORATION
OF
CONTINUUM HEALTH SYSTEMS, INC.**

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I, the undersigned in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Chapter 607, Florida Statutes, do hereby certify as follows:

ARTICLE I

The name of the corporation is CONTINUUM HEALTH SYSTEMS, INC. (hereinafter called the "Corporation"). The Corporation's existence shall be perpetual.

ARTICLE II

The Corporation's initial Florida address is 7125 East Largo Drive, Coral Gables, Florida. The name of its registered agent is Timothy G. Schoenwalder, whose address is 204 South Monroe Street, Tallahassee, Florida 32301. A copy of the required written acceptance of designation as registered agent is appended hereto as Exhibit A.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under Chapter 607, Florida Statutes.

ARTICLE IV

The total number of shares of capital stock which the Corporation shall have the authority to issue is 100 shares designated Common Stock, par value \$1.00 per share.

ARTICLE V

The name and address of the Sole Incorporator are as follows:

<u>Name</u>	<u>Address</u>
Karla de Cespedes	7125 East Largo Drive Coral Gables, Florida 33143

ARTICLE VI

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation, its directors, and stockholders:

(a) The Corporation shall always have at least one director, and may have as many directors as permitted or otherwise fixed by the by-laws. Election of directors need not be by ballot unless the by-laws so provide. Karla de Cespedes shall be the initial director and initial Chairman of the Board of Directors.

(b) The Board of Directors shall have power without assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation as provided in the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(c) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(d) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Florida, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-law so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

ARTICLE VII

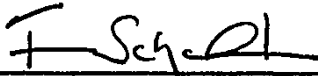
Liabilities.

(a) The personal liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented.

(b) To the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented, the corporation shall indemnify its directors and officers under said statutes from and against any and all of the expenses, liabilities or other matter referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to any action in that person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(c) Any modification of this Article VII by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation existing at the time of such modification.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th
day of October, 1997.



Timothy G. Schoenwalder
Tallahassee, Florida


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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE
OF PROCESS ON CONTINUUM HEALTH SYSTEMS, INC. WITHIN THE STATE OF
FLORIDA, DESIGNATING AGENT UPON WHOM PROCESS MAY BE VERIFIED,
AND AGENT'S ACCEPTANCE OF DESIGNATION**

Pursuant to Chapters 48 and 607, Florida Statutes, the following is submitted in compliance
with said Acts:

CONTINUUM HEALTH SYSTEMS, INC., a corporation organized under the laws of the
State of Florida, with its principal place of business at 7125 East Largo Drive, Coral Gables, Florida,
33143, has named Timothy G. Schoenwalder, 204 South Monroe Street, Tallahassee, Leon County,
State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been designated to accept service of process for the above
stated company, at the place designated in this Certificate, the undersigned hereby accepts the
designation and agrees to act in this capacity and comply with the provisions of said Acts relative to
keeping open said office.


Timothy G. Schoenwalder

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