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PREVATT ENGLAND & TAYLOR
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ONE TAMPA CITY CENTER
SUITE 2505
201 NORTH FRANKLIN STREET
TAMPA, FLORIDA 33602

TELEPHONE (813) 273-9666
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POST OFFICE BOX 2920
TAMPA, FLORIDA 33601-2920

October 27, 1997

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

700002334297--8
-10/30/97--01095--012
***122.50 ***122.50

Re: Progressive Health Corporation, Inc.

Gentlemen:

Enclosed herewith are the Articles of Incorporation for the subject corporation together with a check in the amount of \$122.50 to cover the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

\$122.50

We would appreciate your filing the Articles, certifying them as the Articles of Incorporation, and returning them to us.

Sincerely,


Karen J. Prevatt

Enclosures

cc: Dortha Thompson (with enclosures)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 30 PM 4:58
10-31-97
1025

ARTICLES OF INCORPORATION
OF
PROGRESSIVE HEALTH CORPORATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 30 PM 4:59

ARTICLE I

NAME

The name of this Corporation is PROGRESSIVE HEALTH CORPORATION, INC. The address of the Corporation is 201 N. Franklin Street, Suite 2505, Tampa, Florida 33602.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers herein named or for the enhancement of the value of the property of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common voting stock with a par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation is KAREN J. PREVATT and the street address of the initial registered office of the Corporation is 201 N. Franklin Street, Suite 2505, Tampa, FL 33602.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1) nor more than five (5). The name and address of the initial member of the Board of Directors of this Corporation are:

MICHAEL L. CONE	6735 S. Lois Avenue
	Tampa, FL 33616

ARTICLE VIII

**AMENDMENTS TO ARTICLES OF
INCORPORATION AND BYLAWS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE IX

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X


INCORPORATOR

The name and address of the person signing these Articles are:

Michael L. Cone
6735 S. Lois Avenue
Tampa, FL 33616

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Dated: 10/23/97


MICHAEL L. CONE

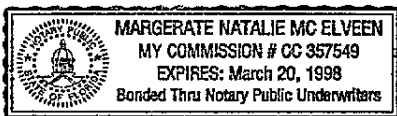
ACKNOWLEDGMENT


STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL L. CONE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of October, 1997.




Printed Name: _____
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
My commission expires: _____

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PROGRESSIVE HEALTH CORPORATION, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at 201 N. Franklin Street, Suite 2505, Tampa, Florida 33602, has named KAREN J. PREVATT as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office and the provisions of Chapter 607.

Karen J. Prevatt
REGISTERED AGENT

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KAREN J. PREVATT, known to me and known by me to be the person who executed the foregoing Certificate Designating Registered Agent, and he acknowledged before me that she executed the Certificate Designating Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of October, 1997.

Melissa A. Rose
Printed Name: _____
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



MELISSA A ROSE
My Commission CC433157
Expires Jan. 12, 1999
Bonded by HAI
800-422-1555

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 30 PM 4:59