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ACCOUNT NO. : 072100000032

REFERENCE : 609429 4369500

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 122.50

ORDER DATE : November 21, 1997

ORDER TIME : 10:45 AM

ORDER NO. : 609429-005

CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT, WILL & EMERY

400002354054--1

201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

DOMESTIC FILING

NAME: RWP MEDICAL MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

97 NOV 21 PM 12:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV 21 AM 11:22
DIVISION OF CORPORATION

me 11/21/97

ARTICLES OF INCORPORATION
OF
RWP MEDICAL MANAGEMENT, INC.

FILED
97 NOV 21 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator, for purposes of forming a Florida corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is: RWP MEDICAL MANAGEMENT, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 2255 Glades Road, Suite 416A, Boca Raton, Florida 33431.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 2255 Glades Road, Suite 416A; Boca Raton, Florida 33431, and the registered agent at that address is DAVID PECK.
- FIFTH:** The name and address of the incorporator of the Corporation is: DAVID PECK, 2255 Glades Road, Suite 416A, Boca Raton, Florida 33431.
- SIXTH:** The Corporation shall have three (3) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).
- SEVENTH:** The names and addresses of the initial directors who shall hold office for the first year of existence of the Corporation or until the earlier of their resignation or removal are:
- | | |
|------------------|---|
| DAVID PECK | 2255 Glades Road
Suite 416A
Boca Raton, Florida 33431 |
| DARYL P. JOHNSON | 2255 Glades Road
Suite 416A
Boca Raton, Florida 33431 |

FRED PORTNOY

2255 Glades Road
Suite 416A
Boca Raton, Florida 33431

EIGHTH: The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

NINTH: The Corporation is intended to be a corporation within the meaning of the Florida Business Corporation Act (the "Act"), and accordingly, the Corporation and its officers, directors and shareholders, shall be subject to all of the provisions of said Act.

TENTH: The corporate existence of the Corporation shall commence on November 20, 1997.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 19th day of November, 1997.



David Peck, Incorporator

11/14/97 FRI 17:00 FAX 305 347 6500

McDermott Will & Emery

002
005

11/12/97 WED 16:54 FAX 305 347 6500

McDermott Will & Emery

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


David Peck

FILED

97 NOV 21 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA