



ACCOUNT NO. : 072100000032

REFERENCE : 634903 4329479

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 15, 1997

ORDER TIME : 10:06 AM

ORDER NO. : 634903-005

CUSTOMER NO: 4329479

CUSTOMER: Karen Didea, Legal Asst  
BAKER & HOSTETLER SUNTRUST  
CENTER SUITE 2300  
200 South Orange Avenue  
Po Box 112  
Orlando, FL 32802-0112

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-12/15/97--01034--009  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: NAPLES HEALTH SERVICES, 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: Andrew Cumper

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 15 PM 2:00

RECEIVED  
97 DEC 15 AM 11:39  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 15 PM 2:00

**Articles of Incorporation**  
**of**  
**NAPLES HEALTH SERVICES, INC.**

ARTICLE I

Name and Duration

The name of the Corporation is Naples Health Services, Inc.. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 1151 Frank Whiteman Boulevard, Naples, Florida 34103.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1151 Frank Whiteman Boulevard, Naples, Collier County, Florida 34103. The name of the registered agent at such address is Sheila Murphy.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and

rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Series A Voting Common Stock ("Common Stock"), \$1.00 par value per share.

2. At all times during the Corporation's existence, it shall maintain a minimum capitalization of at least One Thousand Dollars (\$1,000.00).

#### ARTICLE VI

##### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Sheila Murphy	1151 Frank Whiteman Boulevard Naples, Florida 34103

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a

majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
John McCaffrey	1151 Frank Whiteman Boulevard Naples, Florida 34103

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

##### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

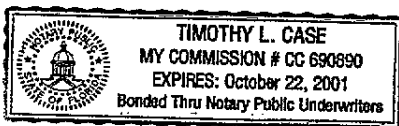
DATED at Naples, Collier County, Florida, this 8 day of December, 1997.

  
\_\_\_\_\_  
Sheila Murphy

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF Collier    )

The foregoing instrument was acknowledged before me this  
8 day of December, 1997, by SHEILA MURPHY, on behalf of the  
corporation as its incorporator. She is personally known to me or  
has produced Florida DL M61079347 5420 as identification.

(NOTARY SEAL)



Timothy Case  
(Notary Signature)

Timothy Case  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. 10-22-01

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 15 PM 2:00

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That NAPLES HEALTH SERVICES, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Naples, County of Collier, State of Florida, has named Sheila Murphy, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states she is familiar with §607.0501, Florida Statutes.

Sheila Murphy  
Sheila Murphy

DATED: December 8, 1997