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CUSTOMER NO: 81413A

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-01/23/98-01035-060
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CUSTOMER: Ms. Karen E. Green
DEITRICH & ST. PAUL, P.A.

Riverview Center, Suite 350
1111 Third Avenue West
Bradenton, FL 34205

DOMESTIC FILING

NAME: 300 RIVERSIDE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY ~~(2)~~
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 PM 1:24

RECEIVED
98 JAN 23 AM 11:35
DIVISION OF CORPORATIONS
8/98

**ARTICLES OF INCORPORATION
OF
300 RIVERSIDE INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 PM 1:24

The undersigned incorporator, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE 1
NAME.**

The name of the corporation is 300 Riverside, Inc. (the "Corporation")

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS.**

The mailing address of the Corporation is 300 Riverside Drive East, Suite 1450, Bradenton, Florida 34208. The address of the principal office is 300 Riverside Drive East, Suite 1450, Bradenton, Florida 34208.

**ARTICLE 3
CAPITAL STOCK.**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a par value of \$5.00 per share. The authorized shares of this Corporation shall consist of one class of common stock only.

**ARTICLE 4
PREEMPTIVE RIGHTS.**

The Corporation elects to have preemptive rights.

**ARTICLE 5
INITIAL REGISTERED AGENT AND OFFICE.**

The initial registered office of the Corporation is located at 300 Riverside Drive East, Suite 1450, Bradenton, FL 34208. The initial registered agent at such office is Bernard M. Croghan. The registered office and registered agent may be changed from time to time by the Board of Directors as authorized by law.

**ARTICLE 6
INCORPORATOR.**

The name and address of the incorporator is as follows:

Bernard M. Croghan
300 Riverside Drive East, Suite 1450
Bradenton, FL 34208

**ARTICLE 7
PURPOSE**

The Corporation's business purpose shall consist solely of the following:

(a) To acquire a general partnership interest in and act as the general partner of 300 Riverside, Ltd, a Florida limited partnership (the "Partnership"), which is engaged solely in the ownership, operation and management of the real estate project known as Riverside Medical Center located in Bradenton, Manatee County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the limited partnership Agreement of the Partnership (the "Partnership Agreement"); and

(b) To engage in such other lawful activities permitted to corporations by the Florida Business Corporation Act as are incidental, necessary or appropriate to the foregoing.

ARTICLE 8 LIMITATIONS

Notwithstanding any other provisions of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

(a) Engage in any business or activity other than those set forth in Article 7 or cause or allow the Partnership to engage in any business or activity other than as set forth in its Partnership Agreement.

(b) Incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the acquisition of the Property (the "Mortgage") and normal trade accounts payable in the ordinary course of business;

(c) cause the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business.

(d) dissolve or liquidate, in whole or in part;

(e) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;

(f) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

(g) cause the Partnership to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;

(h) with respect to the Corporation or the Partnership, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or the Partnership or a substantial part of the property of the Corporation or the Partnership, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action;

(i) amend, alter or modify Articles 7, 8 and 9 of the Articles of Incorporation of the Corporation or approve an amendment of the Preliminary Statement or Sections 3.9, 4.5(d), 5.13 or 6.2 of the Partnership Agreement; or

(j) withdraw as general partner of the Partnership.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the Mortgage so long as it is outstanding, take any action set forth in items (a) through (g) and items (i) and (j).

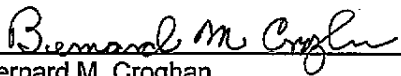
**ARTICLE 9
SEPARATENESS/OPERATIONS MATTERS**

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The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities.
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

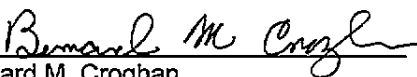
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 22 day of January, 1998.


Bernard M. Croghan

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Bernard M. Croghan, hereby accepts appointment as Registered Agent of the above corporation and acknowledges he is familiar with, and accepts the obligations of, the position of Registered Agent in accordance with and as required by the laws of Florida, including but not necessarily limited to the requirements of the Florida Business Corporation Act.

Dated: January 22, 1998.


Bernard M. Croghan