

P98000014876



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 706858 4369500

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 122.50

ORDER DATE : February 13, 1998

ORDER TIME : 3:39 PM

500002430735--2

ORDER NO. : 706858-005

CUSTOMER NO: 4369500

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

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

DOMESTIC FILING

NAME: ADVANTAGE HEALTH NETWORK, 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: Brenda Phillips

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 13 AM 9:10

RECEIVED  
98 FEB 13 PM 4:19  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 13 AM 9:10

ARTICLES OF INCORPORATION  
OF  
ADVANTAGE HEALTH NETWORK, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ADVANTAGE HEALTH NETWORK, INC.

The address of the principal office of this corporation shall be 2801 Ponce De Leon Boulevard, Suite 600, Coral Gables, Florida 33134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

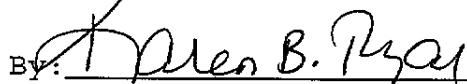
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 13, 1998.

CORPORATION SERVICE COMPANY

By:



Its Agent, Karen B. Rozar

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DIVISION OF CORPORATIONS  
98 FEB 13 AM 9:10

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

AKC/bsp