

Law Offices

HOLLAND & KNIGHT LLP

One Atlantic Center
1201 West Peachtree Street, N.E.
Suite 2000
Atlanta, Georgia 30309-3400
404-817-8500
FAX 404-881-0470
<http://www.hklaw.com>

February 12, 1998

Atlanta	Orlando
Boca Raton	San Francisco
Fort Lauderdale	St. Petersburg
Jacksonville	Tallahassee
Lakeland	Tampa
Miami	Washington, D.C.
New York	West Palm Beach

MARY DUHON BREAU
404-817-8402

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation for Suncoast Holding Company, Inc.

Dear Sir or Madam:

Enclosed for filing in the records of the Florida Secretary of State, Corporations Division, are an original and two copies of the Articles of Incorporation of Suncoast Holding Company, Inc. Also, enclosed please find our check in the amount of \$122.50 to cover the cost associated with this filing.

Please return a Certificate of Incorporation to me using the enclosed, self-addressed, stamped envelope.

I appreciate your assistance in this matter. Should you have any questions upon your receipt of this letter, please feel free to contact me.

Very truly yours,

HOLLAND & KNIGHT LLP

By: Mary Duhon Breau

Mary Duhon Breau
Legal Assistant

Encls.

cc: V. Richard Hoyt, Esq. (w/o encls.)

ATL1-261498

300002430233--0
-02/13/98--01062--012
****122.50 ****122.50

2-16-98
Mm

**ARTICLES OF INCORPORATION
OF
SUNCOAST HOLDING COMPANY, INC.**

FILED
98 FEB 13 AM 9:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Article 1. Name. The name of the Corporation is Suncoast Holding Company, Inc.

Article 2. State of Organization. The Corporation is organized pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act (the "Code").

Article 3. Capital Stock.

A. Authorized Shares. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 11,000,000, consisting of 10,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock") and 1,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"). The shares may be issued from time to time as authorized by the Board of Directors of the Corporation without further approval of the shareholders except as otherwise provided herein or to the extent that such approval is required by statute, law, rule or regulation.

B. Common Stock. Except as otherwise provided by statute, the holders of the Common Stock shall exclusively possess all voting power. Each holder of shares of Common Stock shall be entitled to one vote for each share held of record by such holder, including the election of directors. There shall be no cumulative voting rights in the election of directors of the Corporation.

C. Preferred Stock. The shares of Preferred Stock may be issued from time to time in one or more series as may be established by the Board of Directors of the Corporation without further approval by the shareholders of the Corporation.

The Board of Directors is hereby expressly authorized to fix and determine by resolution(s) the number of shares of each series of Preferred Stock and the designation thereof, any voting and other powers, preferences and relative participating, optional or special rights, including the number of votes, if any, per share, and such qualifications, limitations or restrictions on any such powers, preferences and rights as shall be stated in the resolution(s) providing for the issue of the series (a "Preferred Stock Designation") and as may be permitted by the Code. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares of such class or series then outstanding) by the affirmative vote of holders of a majority of the voting power of the then outstanding shares of Common Stock, voting together as a single class, without a separate vote of the holders of the Preferred Stock, or any series thereof, unless the vote of such holders if required pursuant to any Preferred Stock Designation.

Article 4. Registered Office, Registered Agent, and Principal Office.

The initial registered office of the Corporation shall be at 1200 South Pine Island, Plantation, Florida 33324. The initial registered agent of the Corporation at that address shall be CT Corporation. The initial principal office of the Corporation shall be at 1200 South Pine Island, Plantation, Florida 33324.

Article 5. Directors.

A. The Corporation shall be under the direction of the Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than twenty-five (25) directors. The number of directors within this range shall be fixed

from time to time only by the Board of Directors pursuant to a resolution adopted by a majority of the directors then in office.

B. The initial Board of Directors of the Corporation shall consist of three (3) members whose names and addresses are set forth below:

<u>NAME</u>	<u>ADDRESS</u>
Stanley G. Taylor	Suite 2219 22 Perimeter Center East Atlanta, Georgia 30346
Chris A. Peifer	16308 Villarreal Tampa, Florida 33613
Issac H. Willis, M.D.	Northwest Medical Center Suite 342 3280 Howell Mill Road Atlanta, Georgia 30327

C. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directorships, may be filled by the vote of a majority of directors then in office. Any director so chosen shall hold office until such director's successor shall have been elected and qualified. Any director chosen by the Board of Directors to fill a vacancy created, other than by reason of an increase in the number of directorships, shall serve for the unexpired term of the director whose vacancy is being filled. Any director chosen by the Board of Directors to fill a vacancy created by reason of an increase in the number of directorships shall serve for a term to expire at the next election of directors by the shareholders.

Article 6. Director's Liability. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of his duty of care or other duty as a director by reason of any act or omission occurring subsequent to the effective date of this provision, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Section 607.0831 of the Code; or (iv) for any transaction from which the director derives an improper personal benefit. If the Code is amended to authorize corporate action further limiting the personal liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the Code, as so amended. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article 7. Shareholder of Meetings.

A. Call of Special Meeting. Special meetings of shareholders may be called at any time by the Chairman of the Board or the President or by a majority of the directors then in office or by the written request of the holders of at least 75% of the then outstanding shares of capital stock of the Corporation entitled to be cast, voting together as a single class.

B. No Action by Written Consent. The shareholders of the Corporation shall not be entitled to take any action by written consent in lieu of taking such action at an annual or special meeting of the shareholders called for that purpose.

C. Notice. Advance notice of shareholder nominations for election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

Article 8. Indemnification.

A. Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against those expenses (and the Corporation may pay or reimburse expenses incurred by such person as a party to a proceeding in advance of final disposition of the proceeding if such person executes a written undertaking to repay such advances if it is ultimately determined that he is not entitled to indemnification under this Article or otherwise) (including attorneys' fees up to and through any final appeal), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Corporation under the laws of the State of Florida and which are actually and reasonably incurred in connection with any action, suit or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having

been a director or officer of this Corporation or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Florida and subject to the conditions prescribed therein.

B. In any instance where the laws of the State of Florida permit indemnification to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, upon application for indemnification by any such person, the Corporation shall promptly cause such determination to be made (i) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if a quorum cannot be obtained, then by majority vote of a committee duly designated by the Board of Directors, consisting solely of two (2) or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (i) or (ii), or if a quorum of the Board of Directors cannot be obtained under (i) and a committee cannot be designated under (ii), selected by majority vote of the full Board of Directors (in which selection directors who are parties to the proceeding participate); or (iv) by the shareholders, but shares owned or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

C. As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or

proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

D. The Corporation may purchase and maintain insurance on behalf of any such officers and directors whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Florida. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by shareholders or by an insurance carrier, the Corporation shall provide notice of such payment to the shareholders in accordance with the provisions of laws of the State of Florida.

E. The indemnification and advancement of expenses provided in this Article shall not be deemed exclusive of any other rights, in respect to indemnification or otherwise, to which the persons seeking indemnification or advancement of expenses may be entitled under any bylaws, resolution, agreement, statute or otherwise.

F. The rights to indemnification and advancement of expenses provided by this Article shall be deemed a contract between the Corporation and each such person and any modification or repeal of this Article shall not affect any right or obligation then existing with respect to any stated fact then or previously existing, or any action or proceeding previously or thereafter brought or threatened based in whole or in part on any such state of facts. Such contract right may not be modified or repealed without consent of each such person. The rights to indemnification and advancement of expenses provided by this Article shall continue to a person entitled to

indemnification hereunder who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors or administrators of each such person.

G. Notwithstanding anything contained herein to the contrary, Article 8 is intended to provide indemnification to each director and officer of the Corporation to the fullest extent authorized by the Code, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader rights than said statute permitted the Corporation to provide prior thereto).

Article 9. Bylaws. In furtherance and not in limitation of the power conferred by statute, the Board of Directors is expressly authorized to make, alter, amend and repeal the Bylaws of the Corporation by vote of a majority of the directors then in office, subject to the powers of the holders of the capital stock of the Corporation to alter, amend or repeal the Bylaws; provided, however, that, with respect to the powers of the holders of the capital stock to alter, amend and repeal the Bylaws of the Corporation, notwithstanding any other provisions of these Articles of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of holders of any particular class or series of the capital stock of the Corporation required by law, or these Article of Incorporation, the affirmative vote of holders of at least 75% of the voting power of the then outstanding shares of capital stock entitled to be cast, voting together as a single class, shall be required to alter, amend or repeal any provision of the Bylaws.

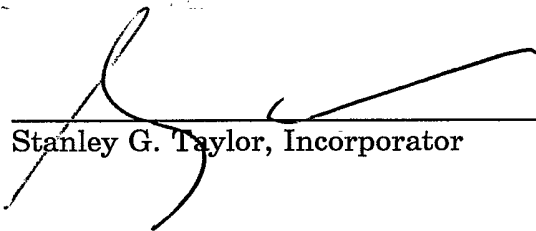
Article 10. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation. Notwithstanding the preceding sentence, the provisions set forth in these Articles may not be altered, amended or repealed in any respect, and no other provision(s) may be adopted which would impair in any respect the operation or effect of any such provisions, except by the affirmative vote of holders of at least 75% of the voting power of the then outstanding shares of capital stock, voting together as a single class; provided, however, that such 75% voting requirement shall not be applicable if the Board of Directors of the Corporation shall approve such action by resolution adopted by at least 75% of the directors then in office, in which case the affirmative vote of holders of a majority of the then outstanding shares of capital stock entitled to be cast at the meeting of shareholders called for that purpose, voting together as a single class, shall be required to approve such action.

Article 11. Savings Clause. In the event any provision (or portions thereof) of these Articles of Incorporation shall be found to be invalid, prohibited or unenforceable for any reason, the remaining provisions (or portions thereof) of these Articles of Incorporation shall remain in full force and effect, and shall be construed as if such invalid, prohibited or unenforceable provision had been stricken herefrom or otherwise rendered inapplicable, it being the intent of the Corporation and its shareholders that each such remaining provision (or portions thereof) of these Articles

of Incorporation remain, to the fullest extent permitted by law, applicable and enforceable as to all shareholders notwithstanding any such finding.

Article 12. Incorporator. The name and address of the incorporator of the Corporation is Stanley G. Taylor, Suite 2219, 22 Perimeter Center East, Atlanta, Georgia 30346.

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



Stanley G. Taylor, Incorporator

ATL1-249097

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

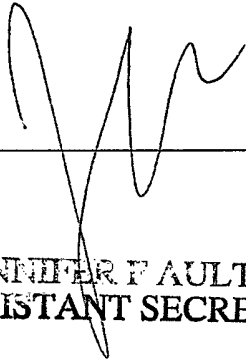
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That SUNCOAST HOLDING COMPANY, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1200 South Pine Island, Plantation, Florida 33324, has named CT Corporation Systems as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this Certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

ATL1-249097


JENNIFER F AULTMAN
ASSISTANT SECRETARY

FILED
98 FEB 13 AM 9:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA