



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 710609 87551A

AUTHORIZATION : *Patricia P...*

COST LIMIT : \$ 131.25

ORDER DATE : February 18, 1998

ORDER TIME : 12:52 PM

ORDER NO. : 710609-005

100002434431--8

CUSTOMER NO: 87551A

CUSTOMER: Joan V. Dalie, Legal Asst
LAWRENCE B. JURAN, PA

Suite 1000
3801 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: MORRISTOWN MEDICAL EQUITY
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 18 PM 3:16

RECEIVED
98 FEB 18
DEPARTMENT OF
CORPORATIONS
TALLAHASSEE, FL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 18 PM 3:16

ARTICLES OF INCORPORATION
OF
MORRISTOWN MEDICAL EQUITY CORPORATION

The undersigned incorporation, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: **Morristown Medical Equity Corporation**

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, Florida, 33410. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any business and other activities permitted under the laws of the United States and Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is DASCO Development Corporation, a Florida corporation. The street address of the initial registered agent of this corporation is 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, Florida, 33410.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The name and address of the initial director of this corporation is:

Bruce A. Rendina
3801 PGA Boulevard
Suite 1000
Palm Beach Gardens, FL 33410

ARTICLE VIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX INCORPORATOR

The name and street address of the person signing these Articles is Patrick J. DiSalvo, 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, Florida, 33410.

The undersigned has executed these Articles of Incorporation this 17th day of February, 1998.

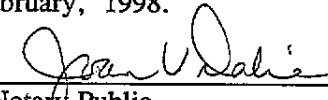


Patrick J. DiSalvo

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Patrick J. DiSalvo, known to me to be the person who executed the foregoing Articles of Incorporation, or who produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 17th day of February, 1998.



Notary Public
State of Florida at Large

My Commission Expires:



Joan V. Dalle
MY COMMISSION # CC656226 EXPIRES
July 5, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 18 PM 3:16

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Morristown Medical Equity Corporation.**

2. The name and address of the registered agent and office is: **Dasco Development Corporation, a Florida corporation, 3801 PGA Boulevard, Suite 1000, Palm Beach Gardens, Florida, 33410.**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED CORPORATION HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED CORPORATION FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

Dated: February 17, 1998

Registered Agent:
DASCO DEVELOPMENT CORPORATION,
a Florida corporation

By: _____


Patrick J. DiSalvo
Executive Vice President