

P98000016175



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 707613 4727217

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 16, 1998

ORDER TIME : 10:56 AM

ORDER NO. : 707613-005

CUSTOMER NO: 4727217

CUSTOMER: Pat Austin, Legal Assistant
SALEM SAXON & NEILSEN, P.A.

Suite 3200, One Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: ~~FOX ASSOCIATES, 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: Janna Wilson

EXAMINER'S INITIALS:

2544-
W98-3399

DIVISION OF CORPORATION

98 FEB 16 AM 11:48

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 AM 9:00

2/21/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

98 FEB 18 PM 3:35
DIVISION OF CORPORATION

February 16, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FOX ASSOCIATES, INC.
Ref. Number: W98000003399

RESUBMIT
Please give original
submission date as file date.

We have received your document for FOX ASSOCIATES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 598A00008779

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 AM 9:00

**Articles of Incorporation
of
FoxMed, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 AM 9:00

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, by and through the provisions of the statutes of the State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is FoxMed, Inc. (hereinafter called the "Corporation").

ARTICLE II

PERIOD OF DURATION

The duration of this Corporation is to be perpetual.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To such extent as a corporation organized under the laws of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

(b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise, and other personal property of every class and description whatsoever.

(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business of which may seem

capable of being dealt with profitably in connection with any of the said businesses.

(d) To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same and to erect, manage, care for and maintain buildings thereon. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent of the United States, or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(e) To hold, purchase or otherwise acquire or be interested in, to sell, assign, pledge, or otherwise dispose of capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic or whether now or hereafter organized and while the holder of such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do, and, subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock.

(f) In general, to have and exercise any other powers conferred by the laws of the State of Florida, upon corporations generally, it being hereby expressly provided that the foregoing enumeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

ARTICLE IV

AUTHORIZED STOCK

1. The aggregate number of shares which this Corporation shall be authorized to issue is Seven Thousand Five Hundred (7,500) shares of common stock with a par value of \$1.00 (One Dollar) per share. The Corporation shall not have the authority to issue shares in series.

2. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property or labor may also be purchased with the capital stock of this Corporation at such valuation as may be fixed by the Board of Directors.

ARTICLE V

CAPITAL

The amount of capital with which the Corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE VI

REGULATION OF INTERNAL AFFAIRS

1. **Meetings of Shareholders and Directors.** Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Code of Bylaws or by resolution of the Board of Directors.

2. **Code of Bylaws.** The initial Code of Bylaws of the Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt a new Code of Bylaws shall be in the Shareholders, but the affirmative vote of the holders of a majority of the shares outstanding shall be necessary to exercise that power. The Code of Bylaws may contain any provisions for the regulation and management of this Corporation which are consistent with the Laws of the State of Florida and these Articles of Incorporation.

3. **Contracts in Which Directors Have an Interest.** Any contract or other transaction of this Corporation with any person, firm or corporation or any contract or other transaction in which this Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of this Corporation is interested in or is a Director or Officer of another corporation; provided that the acts of any Director so interested are made in good faith, or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract or transaction; provided that the acts of any Director so interested are made in good faith, and each person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm or corporation in which he may be interested.

4. **Compensation of Directors.** The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid. Any Director may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one person, who need not be a Stockholder. The number of Directors may be increased or decreased from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one person and none of the Directors need be Stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the first Board of Directors of the Corporation, who, subject to

the provisions of these Articles of Incorporation and Bylaws and the General Corporate Law of the State of Florida, shall hold office for the first year, or until their successors are elected and have qualified to serve as Directors, are as follows:

Mariangela G. Fox
18402 Debonair Place
Lutz, FL 33549

Carmen M. Rodriguez
107 East Jersey Avenue
Brandon, FL 33510

Sandra L. Bidwell
P.O. Box 272833
Tampa, FL 33688-2833.

ARTICLE IX

PERFORMANCE OF BUSINESS

The business of the Corporation shall be conducted by a President and Secretary and such other assistant officers as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the Code of Bylaws.

ARTICLE X

OFFICERS

The names and addresses of the Officers of the Corporation who shall hold office until the first annual meeting or until their successors are elected and qualified to serve as officers are as follows:

President, Secretary, Treasurer

Mariangela G. Fox
18402 Debonair Place
Lutz, FL 33549

Vice President, Government Agencies

Carmen M. Rodriguez
107 East Jersey Avenue
Brandon, FL 33510

Vice President, Managed Care/HMO

Sandra L. Bidwell
P.O. Box 272833
Tampa, FL 33688-2833.

ARTICLE XI

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation, a statement of the number of shares of stock to which they each subscribe, and the value that they agree to pay therefore are as follows:

Mariangela G. Fox
18402 Debonair Place
Lutz, FL 33549.

500 shares at \$1.00 par value per share

ARTICLE XII

INTENTION OF SUBSCRIBERS

It is the intention of the subscribers to these Articles of Incorporation and to the capital stock as above set forth, that this Corporation shall remain a closed corporation, and that Stockholders of this Corporation may enter into such Stockholder and Trustee Agreements with other Stockholders of this Corporation as they may see fit, in order to carry out this intention; provided, however, that the Stockholder or Trustee Agreements must be noted upon the margin of the stock of the Corporation.

ARTICLE XIII

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT


The principal place of business of the Corporation is to be located at 18402 Debonair Place, Lutz, FL 33549; however, with the privilege of having branch offices or places of business in any place or places within or without the State of Florida. The registered agent whose office is located at One Barnett Plaza, 101 E. Kennedy Boulevard, Suite 3200, Tampa, Florida 33602 shall be, until otherwise designated, Bernice S. Saxon, Esq.

ARTICLE XIV

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this ____ day of February, 1998, for the purposes of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

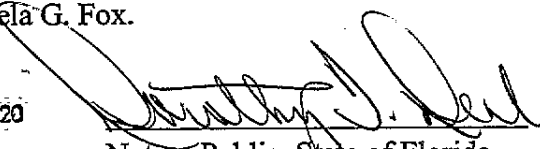

Mariangela G. Fox, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

17th The foregoing Articles of Incorporation of FoxMed, Inc. were acknowledged before me this ____ day of February, 1998, by Mariangela G. Fox.



DOROTHY T. DEAL
COMMISSION # CC628820
EXPIRES MAR 18, 2001
BONDED THROUGH
ATLANTIC BONDING CO. INC.


Notary Public, State of Florida
Print, Type or Stamp Name

Personally Known _____ OR Produced Identification _____
Type of Identification Produced FL Lic F 200-547-49-706-0

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVICED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FoxMed, Inc., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 18402 DEBONAIR
PLACE, LUTZ, FLORIDA 33549, HAS NAMED BERNICE S. SAXON, ESQ., 101 E. KENNEDY
BOULEVARD, SUITE 3200, TAMPA, FLORIDA 33602, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

MARIANGELA G. FOX
INCORPORATOR

TITLE:

DATE:

February 17th, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT
AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

BERNICE S. SAXON, ESQ.
REGISTERED AGENT

DATE:

February 17, 1998