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THOMPSON & ADAMS
ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 3131
JACKSONVILLE, FLORIDA 32202

WILLIAM L. THOMPSON, JR., P. A.
ADAM G. ADAMS, III, P. A.
COURTNEY K. GRIMM

TELEPHONE: (904) 356-3131
TELEFAX: (904) 356-8009

September 4, 1998

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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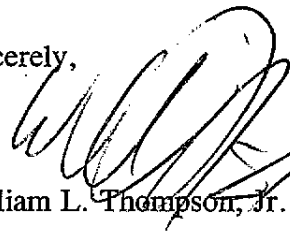
Re: HealthAmerica Realty Group of Florida, Inc.

Dear Sirs:

I have enclosed for filing two (2) original ARTICLES OF INCORPORATION of HEALTH AMERICA REALTY GROUP OF FLORIDA, INC. Please file one original of these documents and return a certified original of the Articles receipt stamped to this office in the enclosed self-addressed envelope. Also enclosed is our firm check, in the amount of \$122.50, representing the filing fee.

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,



William L. Thompson, Jr.

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FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HEALTH AMERICA REALTY GROUP OF FLORIDA, INC.

ARTICLE I

NAME

The name of this corporation is "HealthAmerica Realty Group of Florida, Inc."

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of operating a business of buying, selling, brokering, managing and leasing real property and engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue one hundred thousand (100,000) shares of common stock having a par value of One Cent (\$.01) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time

to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing of these Articles.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 10151 Deerwood Park, Building 300, Suite 100, Jacksonville, Florida 32256. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is One Independent Drive, Suite 3131, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is William L. Thompson, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas W. Tift, III	10151 Deerwood Park Building 300 Suite 100 Jacksonville, Florida 32256

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
William L. Thompson, Jr.	One Independent Drive Suite 3131 Jacksonville, Florida 32202

ARTICLE IX

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 4th day of September 1998.



William L. Thompson, Jr. (SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 4th
day of September, 1998, by William L. Thompson, Jr., who is
personally known to me or who has produced
as identification and who did (did not) take an oath.

Joanna G. Houser
Notary Public

Joanna G. Houser
Print Name

Commission No. CC591906

My Commission Expires: 10-12-00

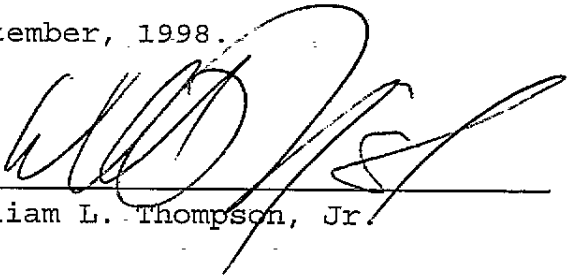


Joanna G. Houser
MY COMMISSION # CC591906 EXPIRES
October 12, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
HEALTH AMERICA REALTY GROUP OF FLORIDA, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon HealthAmerica Realty Group of Florida, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at One Independent Drive, Suite 3131, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 4th day of September, 1998.



William L. Thompson, Jr.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA