

P98000083859

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: HSP Health, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for Seventy Dollars, (\$70.00).

HSP HEALTH, INC.

C/O HAGEN PANTON
400 CORAL AVENUE
MELBOURNE BEACH, FL 32951
407-952-8503

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
HSP HEALTH, INC.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: **HSP HEALTH, INC.** located at
160 Malabar Road, Suite 102, Palm Bay, FL 32907

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: **160 Malabar Road, Suite 102, Palm Bay, FL 32907.**

**ARTICLE III
NATURE OF BUSINESS AND POWER**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

**ARTICLE VI
REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

**HAGEN S. PANTON
400 CORAL AVENUE
MELBOURNE BEACH, FL 32951**

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have three director(s) initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VIII
INITIAL DIRECTORS**

The name of the initial director(s) of this Corporation and his street address is:

**HAGEN S. PANTON
400 CORAL AVENUE
MELBOURNE BEACH, FL 32951**

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX
OFFICERS**

The officers of this Corporation shall be a President, Secretary and Treasurer, and any other office as the Board of Directors may deem necessary. Any two or more offices may be held by the same person.

**ARTICLE X
INITIAL OFFICERS**

The name of the initial officer(s) of this Corporation and their street address is:

**President Hagen S. Panton
 400 Coral Avenue
 Melbourne Beach, FL 32951**

**V.P./Tres. Hagen S. Panton
 400 Coral Avenue
 Melbourne Beach, FL 32951**

**ARTICLE XI
INCORPORATORS**

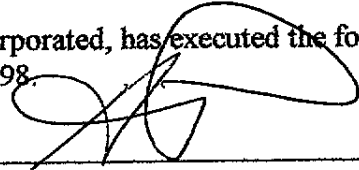
The name and address of the person signing these Articles of Incorporation as the Incorporator

**HAGEN S. PANTON
400 CORAL AVENUE
MELBOURNE BEACH, FL 32951**

**ARTICLE XII
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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned as Incorporated, has executed the foregoing Articles of Incorporation of this 17TH day of September, 1998.



Hagen S. Panton

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public, personally appeared Hagen S. Panton, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 17th day of September 17, 1998.


Notary Public -State of Florida

My Commission Expires:



Debra A Willman
My Commission CC641975
Expires May 24 2001

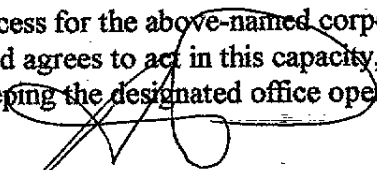
CERTIFICATE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That HSP HEALTH, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Palm Bay , County of Brevard, State of Florida, has named Hagen S. Panton, 400 Coral Avenue, Melbourne Beach State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida relative to keeping the designated office open.


Hagen S. Panton
As Registered Agent

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TALLAHASSEE, FLORIDA

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