

Division of Corporations

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## Florida Department of State

Division of Corporations

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Division of Corporations  
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From: Angelica M. Calabrese

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

REDWOOD HEALTHCARE CONSULTANTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
REDWOOD HEALTHCARE CONSULTANTS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is **REDWOOD HEALTHCARE CONSULTANTS, INC.**,  
(hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 8600 N.W. 17th Street, Suite 100, Miami, FL 33126.

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is FIVE THOUSAND (5,000) shares, \$0.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

Prepared by:  
Marshall R. Burack, Esq.  
One S.E. Third Avenue, 28th Floor  
Miami, Florida 33131  
(305) 374-5600  
Florida Bar No. 234621

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**ARTICLE V**  
**INCORPORATOR**

The name and street address of the incorporator of the Corporation is Marshall R. Burack,  
One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131.

**ARTICLE VI**  
**INITIAL DIRECTORS**

The name and street address of the individuals who are to serve as the initial directors of the Corporation is:

Marc Parness	-	8600 N.W. 17th St., Suite 100 Miami, FL 33126
David Davis	-	8600 N.W. 17th St., Suite 100 Miami, FL 33126
Ray Bailey	-	8600 N.W. 17th St., Suite 100 Miami, FL 33126

**ARTICLE VII**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation  
this 28th day of December, 1998.

  
Marshall R. Burack, Incorporator

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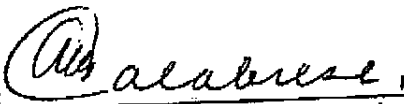
**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of **REDWOOD HEALTHCARE CONSULTANTS, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 28th day of December, 1998.

American Information Services, Inc.

By:   
Angelica Maria Calabrese, Vice President

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