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December 21, 1998

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***122.50 ***78.75

Via UPS Next Day Air

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Attention: New Filing Section

Re: Articles of Incorporation of Business Health Solutions, Inc.

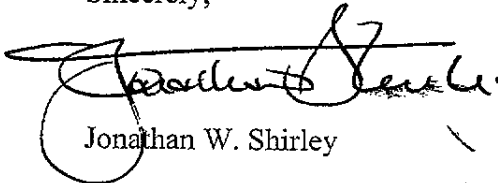
EFFECTIVE DATE
12-17-98

Gentlemen:

Enclosed are two original copies of the Articles of Incorporation of Business Health Solutions, Inc., together with a check in the amount of \$122.50 in payment of the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee. Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

If you have any questions, please contact me.

Sincerely,


Jonathan W. Shirley

FILED
98 DEC 22 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JWS/g
Enclosures
cc: Judi Mard

Dmc
12/28/98

ARTICLES OF INCORPORATION
OF
BUSINESS HEALTH SOLUTIONS, INC.

FILED
98 DEC 22 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Business Health Solutions, Inc.

EFFECTIVE DATE

12-17-98

ARTICLE II - DATE OF EXISTENCE

This Corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 2861 Sherman Avenue, Naples, Florida 34120.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 2861 Sherman Avenue, Naples, Florida 34120. The Board of Directors may from

time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Lars Alexander Mard. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Judith Mard	2861 Sherman Avenue Naples, Florida 34120

ARTICLE VII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Judith Mard	2861 Sherman Avenue Naples, Florida 34120
John R. Diaz, M.D.	687 Annemore Lane Naples, Florida 33963-7520

ARTICLE VIII - INDEMNIFICATION

This Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Naples, Florida, this 17th day of December, 1998.



Judith Mard

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: _____


Lars Alexander Mard

Date: December 17, 1998