

099000023396

TRANSMITTAL LETTER

March 3, 1998

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

800002797438--7
-03/08/99--01088--016
*****78.75 *****78.75

SUBJECT: Total Healthcare Network, Inc.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certified copy of these articles.

A check for \$78.75 is enclosed. This represents payment for:

Filing Fee
Registered Agent Designation
and Certified Copy

FROM: 

Thomas F. Egan, P.A.
Thomas F. Egan, Esq.

204 Park Lake Street

Orlando, FL 32803

(407) 849-1055

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -8 AM 9:20

ARTICLES OF INCORPORATION

OF

TOTAL HEALTHCARE NETWORK, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR -8 AM 9:20

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation is Total Healthcare Network, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and engaging in any activities or business for which corporations may be incorporated under Chapter 607, Florida Statutes as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock at One & 00/100 Dollars (\$1.00) par value per share.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash for any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the principal office of the corporation, in the State of Florida, is 461 W. Oak Street, Kissimmee, FL 34741. The name of the initial registered agent of the corporation at that address is Angelo Canales.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation initially shall have four (4) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by amendment of the bylaws for the corporation; however, there shall never be less than four (4) director(s).

The name and address of the initial Board of Directors of the corporation are:

Christopher M. Chappel, M.D.
461 W. Oak Street
Kissimmee, FL 34741

Michael H. Link, M.D.
461 W. Oak Street
Kissimmee, FL 34741

Joseph L. Torres, M.D.
591 Oak Commons Blvd., Suite A
Kissimmee, FL 34741

Rafael Jimenez, M.D.
591 Oak Commons Blvd., Suite B
Kissimmee, FL 34741

ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporators signing these Articles are:

<u>Name</u>	<u>Address</u>
Christopher M. Chappel, M.D.	461 W. Oak Street Kissimmee, FL 34741
Michael H. Link, M.D.	461 W. Oak Street Kissimmee, FL 34741
Joseph L. Torres, M.D.	591 Oak Commons Blvd., Suite A Kissimmee, FL 34741
Rafael Jimenez, M.D.	591 Oak Commons Blvd., Suite B Kissimmee, FL 34741

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserved the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this _____ day of _____, 19__.



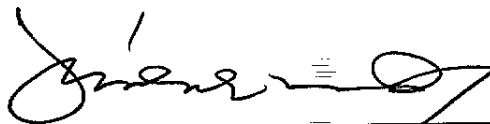
CHRISTOPHER M. CHAPPEL, M.D.



MICHAEL H. LINK, M.D.



JOSEPH L. TORRES, M.D.



RAFAEL JIMENEZ, M.D.

STATE OF FLORIDA

COUNTY OF Osceola

Sworn to and subscribed before me this 10th day of February, 1999, by CHRISTOPHER M. CHAPPEL, M.D., who is personally known to me or who has produced Florida Driver's License No. _____, as identification.

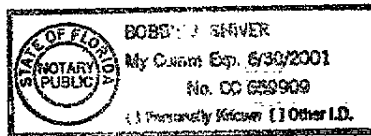
(SEAL)

Robbie J. Shiver

NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:

6/30/2001



STATE OF FLORIDA

COUNTY OF Osceola

Sworn to and subscribed before me this 10th day of February, 1999, by MICHAEL H. LINK, M.D., who is personally known to me or who has produced ~~Florida Driver's License~~ No. _____, as identification.

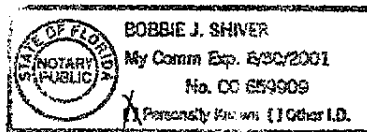
(SEAL)

Bobbie J. Shiver

NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:

6/30/2001



STATE OF FLORIDA

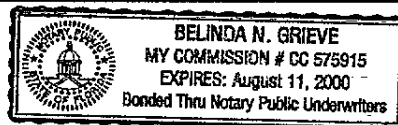
COUNTY OF Osceola

Sworn to and subscribed before me this 26th day of
January, 1999, by RAFAEL JIMENEZ, M.D., who is
personally known to me or who has produced Florida Driver's License
No. _____, as identification.

(SEAL)

Belinda N. Grieve
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



STATE OF FLORIDA

COUNTY OF Osceola

Sworn to and subscribed before me this 26th day of January, 1999, by JOSEPH L. TORRES, M.D., who is personally known to me or who has produced Florida Driver's License No. _____, as identification.

(SEAL)

Belinda N. Grieve
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

Total Healthcare Network, Inc.

2. The name of the registered agent is:

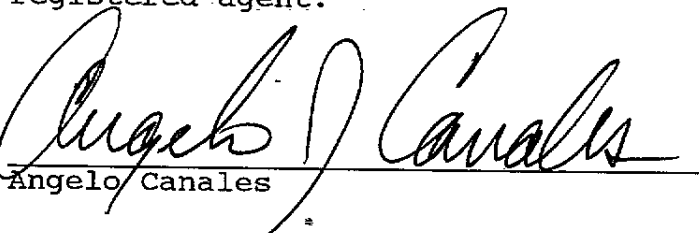
Angelo Canales

3. The address of the registered agent/registered office is:

461 W. Oak Street, Kissimmee, FL 34741

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Angelo Canales

3-2-99
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -8 AM 9:20