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ACCOUNT NO. : 072100000032

REFERENCE : 198249 139997A

AUTHORIZATION :

COST LIMIT : \$ PPR

ORDER DATE : April 8, 1999

ORDER TIME : 1:44 PM

ORDER NO. : 198249-005

CUSTOMER NO: 139997A

CUSTOMER: Ms. Christy Frazier
WILLIAM H. HALLMAN, III, ESQ
WILLIAM H. HALLMAN, III, ESQ
503 E. Jefferson Street

Brooksville, FL 34601

DOMESTIC FILING

NAME: GERIATRIC MEDICAL ASSOCIATES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

900002833889--6
-04/08/99-01092-019
*****78.75 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 PM 5:29

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
99 APR -8 PM 2:27

g 4/8/99

Articles of Incorporation

OF

GERIATRIC MEDICAL ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -8 PM 5:29

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 NAME

The name of the corporation shall be:

GERIATRIC MEDICAL ASSOCIATES, INC.

ARTICLE II DURATION

This corporation shall exist perpetually commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

633 Ward Avenue
Brooksville, FL 34601

ARTICLE V
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares authorized
\$1.00 par value per share

ARTICLE VI
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

James R. Cummings
675 Harvard Street
Brooksville, FL 34601

ARTICLE VII
INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

James R. Cummings
675 Harvard Street
Brooksville, FL 34601

ARTICLE VIII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

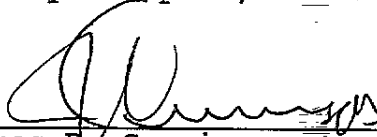
ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 7th day of April, 1999.



James R. Cummings

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -8 PM 5:29

**Designation and Acceptance of
Registered Agent for a Florida Corporation**

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/agent in the State of Florida.

1. The name of the corporation is: _____

GERIATRIC MEDICAL ASSOCIATES, INC. _____

2. The name of the registered agent is: _____

James R. Cummings _____

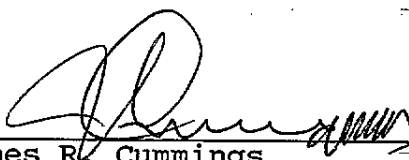
3. The address of the registered agent/registered office is: _____

675 Harvard Street
Brooksville, FL 34601 _____

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.

Dated: April 7, 1999


James R. Cummings