

V37934

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May 19, 1992

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation for Cleveland
Clinic Coordinated Care, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. We request a certified copy of the Articles of Incorporation.

Also enclosed is the Certificate of Designation of Registered Agent/Registered Office.

We have enclosed a check in the amount of \$122.50 representing the filing fee for Articles of Incorporation, the filing fee for the Designation of Registered Agent and the fee for the request for a certified copy of the Articles of Incorporation.

If you have any questions, please do not hesitate to call.

Very truly yours,

Robert D. Reif

Enclosures

45 JUN 02 1992
DOMESTIC CHIEF
REGISTERED AGENT
CHIEF, FILING
CLERK/PHOTO UNIT
TALLAHASSEE, FLORIDA

FILED

MAY 20 AM 10:20

TALLAHASSEE, FLORIDA

DMC
5/21/92
V37934

ARTICLES OF INCORPORATION
OF
CLEVELAND CLINIC COORDINATED CARE, INC.

FILED
52 MAY 20 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, 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 shall be Cleveland Clinic Coordinated Care, Inc. (the "Corporation").

ARTICLE II. DURATION

The period of the Corporation's duration is perpetual.

ARTICLE III. PURPOSE

The purpose or purposes of the corporation are to engage in any activity or business for which corporations may be organized under the laws of the United States and the State of Florida.

ARTICLE IV. PRINCIPAL OFFICE

The mailing address of this Corporation shall be c/o Emerald Health Network, Inc., 7530 Lucerne Drive, Cleveland, Ohio 44130.

ARTICLE V. CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one million (1,000,000), with each share having a par value of one cent (\$0.01). The shares shall all be common shares and there shall be no other class or classes of shares. All or any part of such shares may be issued by the Corporation from time to time, as may be determined by the Board of Directors, as provided by law.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the Corporation is The Prentice-Hall Corporation System, Inc., 110 North Magnolia Street, Tallahassee, Florida 32301

ARTICLE VII. LIMITATIONS ON CERTAIN CORPORATE ACTIONS

The following extraordinary corporate actions shall receive the affirmative vote of two-thirds of the directors then in office for approval: (i) any merger or consolidation of the Corporation, irrespective of whether the Corporation is the

surviving corporation; (ii) any sale of all or substantially all of the assets of the Corporation; (iii) the voluntary dissolution and liquidation of the Corporation, including the filing of any petition under the federal bankruptcy laws; (iv) any sale of stock of the Corporation, other than for the initial capitalization of the Corporation, or sales to officers, directors, trustees and/or employees of the Corporation, Emerald Holdings, Inc., The Cleveland Clinic Foundation, Cleveland Clinic Florida, or Cleveland Clinic Florida Hospital, or the affiliates of any such entities, which sale of stock vests a party unrelated to the parties referred to in this Article with majority ownership and control of the Corporation; and (v) any amendment to this Article of the Articles of Incorporation.

ARTICLE VIII. INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be three. Thereafter, the number shall be fixed in accordance with the Bylaws. The names and addresses of the initial directors, who shall act until the first annual meeting of shareholders or until their successors are duly chosen and qualified are:

Burt Bundgus
Emerald Health Network, Inc.
7530 Lucerne Drive
Cleveland, Ohio 44130

Steven B. Epstein, Esquire
Epstein Becker & Green, P.C.
1227 25th Street, N.W.
Suite 700
Washington, D.C. 20037

Floyd D. Loop, M.D.
Executive Vice President
The Cleveland Clinic Foundation
9500 Euclid Avenue
Cleveland, Ohio 44195

ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Robert D. Reif, 1227 25th Street, N.W., Suite 700, Washington, D.C. 20037.

The undersigned has executed these Articles of Incorporation
this 12th day of May, 1992.


Robert D. Reif
Incorporator

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

92 MAY 20 AM 10:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, 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:

Cleveland Clinic Coordinated Care, Inc.

2. The name and address of the registered agent and office is:

The Prentice-Hall Corporation System, Inc.
110 N. Magnolia Street
Tallahassee, Florida 32301

Signature: _____

Title : Incorporator

Date: _____

May 19, 1992

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

PRENTICE-HALL CORPORATION SYSTEM, INC.

By: _____

Title: _____

Date: _____

Gloria M. Perry

Assistant Secretary

May 19, 1992