

F 96000003113

1201 HAYS STREET
TALLAHASSEE, FL 32307
(904) 22-0111 FAX

800-342-0086



RECEIVED
96 JUN 18 PM 12:01
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 990982 4303929
AUTHORIZATION : *Patricia Pajits*
COST LIMIT : \$ 70.00

ORDER DATE : June 18, 1996
ORDER TIME : 10:13 AM
ORDER NO. : 990982
CUSTOMER NO: 4303929

CUSTOMER: Myrna Anne Norman, Legal Asst
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

400001865364

W96-12935

FOREIGN FILINGS

NAME: PHYSICIANS FIRST, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Victoria L. Perez

W 6/20
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 18 AM 11:50



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

June 18, 1996

CSC NETWORKS

SUBJECT: PHYSICIANS FIRST, INC.
Ref. Number: W96000012935

We have received your document(s) in this office, however, the document is being returned for the following:

The name that you have adopted, PFI, is also not available. Please adopt another name. Please remember that the name that you adopt must contain a corporate suffix, such as Corporation, Corp., Company, Co., Incorporated, or Inc.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 196A00030196



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 19, 1996

CSC NETWORKS

SUBJECT: PHYSICIANS FIRST, INC.
Ref. Number: W96000012935

RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, the document is being returned for the following:

The alternate name must contain a corporate suffix.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 996A00030463

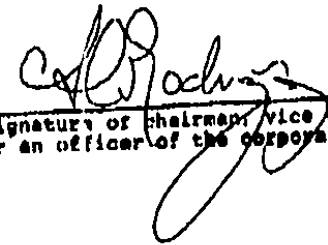
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96 JUN 20 AM 11:17
DIVISION OF CORPORATIONS

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Alberto A. Rodriguez, do hereby certify that the Resolution of the Board of Directors of Physicians First, Inc. a corporation duly organized and existing under the laws of the State of Delaware was duly adopted on June 19, 1996.

Resolved, that Physicians First, Inc., organized and existing in the State of Delaware, hereby adopts the name FPA Family First Medical Centers, Inc. for use in Florida.

Dated: June 19, 1996


Signature of chairman, vice chairman or an officer of the corporation

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 18 AM 11:50

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 807.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Physicians First, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. January 25, 1995 4. Perpetual
(Date of Incorporation) (Duration)

5. 65-0558340
(Federal Employer Identification number, if applicable)

6. June 1, 1996
(Date first transacted business in Florida. See sections 807.1501, 807.1502, and 817.155, F.S.)

7. 5835 Blue Lagoon Dr., Suite 200, Miami, FL 33126
(Current mailing address)

8. Corporate Offices
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: E. Stanley Karalatzke
Address: 5835 Blue Lagoon Dr, Suite 200
Miami, FL 33126

Vice Chairman: Peter E. Kilissanly
Address: 5835 Blue Lagoon Dr, Suite 200
Miami, FL 33126

Director: Clifford Donnelly
Address: 5835 Blue Lagoon Dr, Suite 200
Miami, FL 33126

Director: Elias A. Hourani, M.D.
Address: 5835 Blue Lagoon Dr, Suite 200
Miami, FL 33126

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DIVISION OF CORPORATIONS
26 JUN 18 AM 11:50

B. Officers:

President: Elias A. Moura
Address: 5235 Blue Lagoon Dr. Suite 200
Miami, FL 33126

Vice President: _____
Address: _____

Secretary: Alberto Rodriguez
Address: 5235 Blue Lagoon Dr. Suite 200
Miami, FL 33126

Treasurer: Richard Collado
Address: 5235 Blue Lagoon Dr. Suite 200
Miami, FL 33126

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Rays Street
Tallahassee, Florida 32301
Zip Code

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DIVISION OF CORPORATIONS
96 JUN 18 AM 11:50

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

Registered agent's signature: Gail Shelby
BY: Its Agent, Gail Shelby

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. Alberto Rodriguez
(Signature of Chairman, Vice Chairman, or any officer listed in number B of the application)

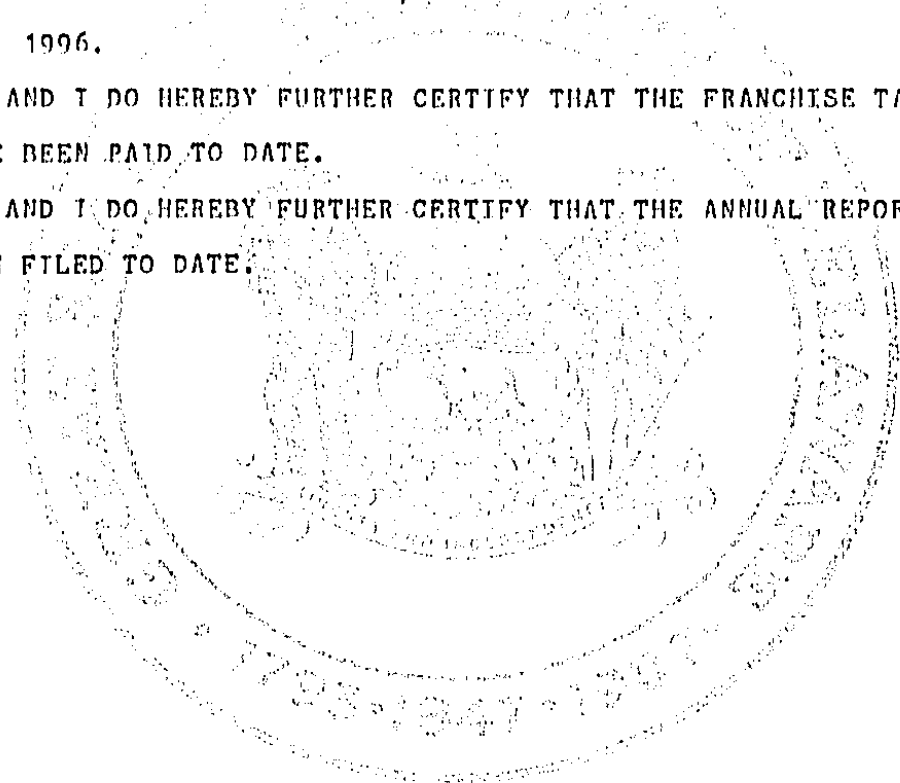
14. Alberto Rodriguez Secretary
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHYSICIANS FIRST, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 18 AM 11:50



Edward J. Freel

Edward J. Freel, Secretary of State

2474447 8300
960175673

AUTHENTICATION: 7988641
DATE: 06-17-96

1201 HAYS STREET
TALLAHASSEE, FL 32310-2600
904-222-0711
904-222-3300 FAX
000-342-8086

F96000003113



MEMORANDUM

DATE : June 21, 1996
TO : Lee Rivers
LAW FIRM/COMPANY : DIVISION OF CORPORATIONS
FROM : Lori Dunlap/CSC NETWORKS
RE : PHYSICIANS FIRST, INC.

Dear Lee,

Per our conversation, I am submitting this in writing to request that you review the Resolution of Board of Directors. The fax copy is not clear and the name is actually, FPA FAMILY MEDICAL CENTERS, INC. Please send me proof after the correction has been made.

If you have any questions or concerns, please feel free to contact me.

Thank you

F96000003113

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

**AHI SOUTH FLORIDA HEALTHCARE SYSTEMS, INC., a Florida corporation,
P94000088694**

**AHI FLORIDA HEALTHCARE SYSTEMS, INC., a Florida corporation,
P95000026179**

FPA FAMILY PHARMACY, INC., a Florida corporation, M05748

**PHYSICIANS FIRST, INC. doing business in Florida as FPA FAMILY FIRST
MEDICAL CENTERS, INC., a Delaware corporation, F96000003113**

INTO

FAMILY FIRST MEDICAL CENTERS, INC., a Florida corporation, S63577.

File date: April 18, 1997

Corporate Specialist: Joy Moon-French

Foley + Lardner

F96000003113

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

00002005880--6
-11/15/96--01056--019
****140.00 *****35.00

- 1. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- Walk in Pick up time 3:30
Mail out Will wait Photocopy
Certified Copy Certificate of Status

FILED
96 OCT 31 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Table with 2 columns: Filing Type, Description. Includes Profit, NonProfit, Limited Liability, Domestication, Other.

Table with 2 columns: Amendment Type, Description. Includes Amendment, Resignation of R.A., Officer/ Director, Change of Registered Agent, Dissolution/Withdrawal, Merger.

Table with 2 columns: Other Filings, Description. Includes Annual Report, Fictitious Name, Name Reservation.

Table with 2 columns: Registration/Qualification, Description. Includes Foreign, Limited Partnership, Reinstatement, Trademark, Other.

Handwritten notes: T.M. Sicker, done for mission, to add name of officer, 10-31-96

96 OCT 31 PM 11:24
DIVISION OF REGISTRATION

PA Change
10/31/96

Examiner's Initials DC

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida:

1. The name of the corporation is Physicians First, Inc.
2. The street address of its present registered office is:
5138 Jennifer Place, Apartment 201
Orlando, Florida 32807
3. The street address of its new registered office is:
c/o FPA Medical Management, Inc.
6855 South Red Road, Suite 500
Coral Gables, FL 33143-3632
4. The name of its present registered agent is Leslie A. Watkin
5. The name of its new registered agent is Nancy K. Watkin
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

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66 OCT 31 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated October 29, 1996.

SIGNATURE: 

(President or Vice President)
Bryan Barnard - Executive Director

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF A REGISTERED AGENT.

SIGNATURE: 

(Registered Agent)

DATE: October 29, 1996