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N950000870

February 21, 1995

VIA FEDERAL EXPRESS

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-02/22/95--01040--004
****122.50 ****122.50

Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Independent Physician Association of Polk County, Inc. (the "Corporation"); Articles of Incorporation

Gentlemen:

Enclosed are two counterparts of the Articles of Incorporation for the above-described Corporation, together with our firm's check for the filing fees and a certified copy of the Articles of $122.50. Please attend to filing of the enclosed Articles of Incorporation.

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

Sincerely,

Andrew Rock

R. Andrew Rock

cc: Ralph J. Nobo, M.D.
Ronald W. Case, M.D.

95 FEB 22 PM 1:11 FILED

ARTICLES OF INCORPORATION
OF
INDEPENDENT PHYSICIANS ASSOCIATION OF POLK COUNTY, INC.

The undersigned, acting as incorporator of a Corporation under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I
Name

The name of the Corporation is INDEPENDENT PHYSICIANS ASSOCIATION OF POLK COUNTY, INC.

ARTICLE II
Purposes

The Corporation is organized and shall be operated exclusively for the purposes of serving as an association of physicians actively practicing in the practice of medicine and its various specialties and subspecialties to assist its members in providing diagnostic, medical, therapeutic and surgical services to members of health maintenance organizations and other pre-paid health plans, including accountable health partnerships, regional and corporate health alliance on a capitated or other basis. In addition to the foregoing, the Corporation may, and is hereby authorized to, engage in any activity not for pecuniary profit and not specifically prohibited to corporations organized under Chapter 617, Florida Statutes.

ARTICLE III
Powers

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

ARTICLE IV
Members

The Corporation shall have members. Membership provisions (including the designation of classes, if any, and the method of acceptance of members of each such class) shall be set forth in the Bylaws. Members shall not have any voting rights, and all voting power shall be vested in the Board of Directors.

ARTICLE V
Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be Seven (7); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3).

ARTICLE VI
Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Assets remaining after application to the liabilities and obligations of the Corporation assets shall be distributed to such organization or organizations as are determined by the Board of Directors to be engaged in activities which are substantially the same as the activities of the Corporation for the benefit of the members or, in the absence of such determination by the Board of Directors, pro rata to the members of the Corporation.

ARTICLE VII
Amendment

There Articles may be amended in the manner now or hereafter provided in the Florida Statutes.

ARTICLE VIII
Miscellaneous

Section 1. Registered Office. The registered office of the Corporation is:

4710 South Florida Avenue
Lakeland, Florida 33813

and the registered agent of the Corporation at such office is Sharron Kurish.

Section 2. Mailing Address. The mailing address of the Corporation shall be:

4710 South Florida Avenue
Lakeland, Florida 33813

Section 3. Initial Directors. The initial members of the Board of Directors of the Corporation and their addresses are as follows:

David P. McCraney, M.D.	1350 East Main Street Bartow, Florida 33830
Juan N. Barrios, M.D.	521 Buena Vista Lakeland, Florida 33805
Janivera Umesh, M.D.	1045 East Road 540A Lakeland, Florida 33813
Ronald W. Case, M.D.	1247 Lakeland Hills Boulevard Lakeland, Florida 33805
Ralph J. Nobo, M.D.	222 West Main Street Bartow, Florida 33830
Peter M. Alvarez, M.D.	1733 Lakeland Hills Boulevard Lakeland, Florida 33805
Hugo R. Tapia, M.D.	1745 Lakeland Hills Boulevard Lakeland, Florida 33805

Section 4. Initial Officers. The initial officers of the Corporation and the stations in which they each shall serve are as follows:

President	Ronald W. Case, M.D. 1247 Lakeland Hills Boulevard Lakeland, Florida 33805
President Elect	Ralph J. Nobo, M.D. 222 West Main Street Bartow, Florida 33830
Secretary	Peter M. Alvarez, M.D. 1733 Lakeland Hills Boulevard Lakeland, Florida 33805
Treasurer	David P. McCraney, M.D. 1350 East Main Street Bartow, Florida 33830

Section 5. Incorporator. The name and address of the incorporator is:

R. Andrew Rock	Foley & Lardner 100 North Tampa Street, Suite 2700 Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of February, 1995.

R. Andrew Rock

R. Andrew Rock, Incorporator

ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VIII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and hereby accepts, the obligations set forth in Section 617.0503, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to her as Registered Agent of the corporation.

DATED, this 3rd day of February, 1995.

Sharron Kurish

SHARRON KURISH

FILED

95 FEB 22 PM 1:11

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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 225998 81386A

AUTHORIZATION :

COST LIMIT : $ PRE-PAID

ORDER DATE : January 17, 1997

ORDER TIME : 10:20 AM

ORDER NO. : 225998-005

CUSTOMER NO: 81386A

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-01/17/97--01069--016
*****87.50 *****87.50

CUSTOMER: Robert E. Aylward, Esq
Robert E. Aylward, Esq
Suite 2425
100 North Tampa Street
Tampa, FL 33602

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97 JAN 17 PM 1:30

DOMESTIC AMENDMENT FILING

NAME: INDEPENDENT PHYSICIANS ASSOCIATION OF POLK COUNTY, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

RECEIVED
97 JAN 17 AM 11:28
DIVISION OF CORPORATION

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: NC

KRG 1-17

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INDEPENDENT PHYSICIANS ASSOCIATION OF POLK COUNTY, INC.
(a Florida Not-For-Profit corporation)

ARTICLE 1 of the Articles of Incorporation of **INDEPENDENT PHYSICIANS ASSOCIATION OF POLK COUNTY, INC.**, a Florida not-for-profit corporation (the "Corporation"), was amended by the Corporation's board of directors on the 12th day of December, 1996. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Section 617.1006, Florida Statutes.

1. The name of the Corporation is Independent Physicians Association of Polk County, Inc.

2. Article I of the Articles of Incorporation is amended to read as follows:

ARTICLE I

<u>Name</u>

The name of the corporation is:

Central Florida Physicians Alliance, Inc.

3. The foregoing amendment was adopted the 12th day of December, 1996, by the vote of the majority of the directors entitled to vote on the amendment in accordance with Section 617.1002, Florida Statutes. The members were not entitled to vote on the amendment.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment on the 12th day of December, 1996.

RALPH J. NOBO, JR., M.D.

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was sworn to and subscribed before me this 30th day of December, 1996, by **Ralph J. Nobo, Jr., M.D.**, the President of **Independent Physicians Association of Polk County, Inc.**, on behalf of the corporation. He is personally known to me.

Notary Public

State of Florida

My Commission Expires:

ROSA S. THOMAS
Notary Public, State of Florida
My comm. expires May 11, 1999
Comm. No. CC462841

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