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5101 N.W. 21 Avenue
Suite 440
Fort Lauderdale, FL 33309

February 16, 1998

Telephone (954) 714-9477
Facsimile (954) 714-9289

CYNTHIA S. PETERSON
Executive Vice President

TRANSMITTAL LETTER



**Broward
County
Medical
Association**
ESTABLISHED 1926

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

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*****78.75 *****78.75

SUBJECT: BROWARD COUNTY MEDICAL ASSOCIATION
PHYSICIANS/EMPLOYEES PROVIDER PLAN, Inc.

ARTHUR PALAMARA, M.D.
President

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75.

MARCIA SILLS, M.D.
President Elect

Thank you for the wonderful job the Department of State is doing in simplifying this process.

VINCENT DE GENNARO, M.D.
Vice President

Sincerely,

Cynthia S. Peterson

Cynthia S. Peterson
Executive Vice President

EDWIN HAMILTON, M.D.
Treasurer

ALAN MENDELSON, M.D.
Secretary

WAYNE LEE, M.D.
Immediate Past President

ROBERT CLINE, M.D.
Chairman, Board of Trustees

Enclosures

Cynthia Peterson GAVE
AUTHORIZATION BY PHONE TO
CORRECT Suffix
DATE 2-18-98
DOC. EXAM. CB

98 FEB 17 PM 12:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
2-18-98

ARTICLES OF INCORPORATION
OF
BROWARD COUNTY MEDICAL ASSOCIATION
PHYSICIAN/EMPLOYEES PROVIDER PLAN
A FLORIDA NONPROFIT CORPORATION

FILED
98 FEB 17 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name for this corporation shall be the Broward County Medical Association Physician/Employees Provider Plan, INC.

ARTICLE II

The principal place of business and mailing address for the Corporation is 5101 N.W., 21st Avenue, Suite 440, Fort Lauderdale, Florida 33309.

ARTICLE III

The purpose of the Corporation is as follows:

A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this Corporation is to provide medical care to qualified members of the Broward County Medical Association Physicians/Employees Provider Plan, a Florida Multiple Employer Welfare Arrangement.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE IV

This Corporation shall have ten (10) Directors initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than three (3). Directors shall be elected in the manner provided in the Corporation's Bylaws.

The names and street addresses of the initial directors of the corporation are:

- Arthur Palamara, 3850 Hollywood Blvd., #302, Hollywood, FL 33021
- Chester Calhoun, 219 NW 75th Terrace, Plantation, FL 33317
- Arthur Eberly, 3701 NE 30th Ave., Lighthouse Point, FL 33064
- Paul Flaten, 1841 NE 45th St., Ft. Lauderdale, FL 33308
- Ronald Giffler, 5757 N. Dixie Hwy, Ft. Lauderdale, FL 33334
- Edwin Hamilton, 2323 NW 19th St,#2, Ft. Lauderdale, FL 33311
- Frederick Herold, 1150 N. 35th Ave., #675, Hollywood, FL 33021
- Kenneth Monson, 201 E. Sample Rd., Pompano Beach., FL 33064
- Alan Pierce, 8201 W. Broward Blvd., Plantation, FL 33324
- Gary Richman, 4651 Sheridan St., #400, Hollywood, FL 33021

ARTICLE V

The street address of the initial registered office of this Corporation is 5101 N.W. 21st Avenue, Suite 440, Fort Lauderdale, Florida 33309, and the initial registered agent at this office is Cynthia S. Peterson.

ARTICLE VI

The name and address of the Incorporator to these Articles of Incorporation is:

Cynthia S. Peterson
 Broward County Medical Association
 5101 N.W. 21st Avenue, Suite 440
 Fort Lauderdale, Florida 33309

FILED
 98 FEB 17 PM 12:44
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

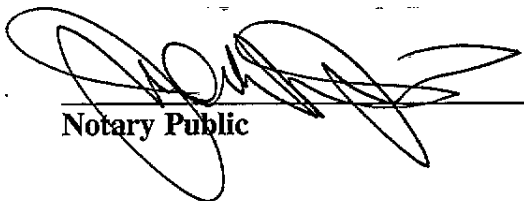
Cynthia S. Peterson 2-13-98
 Signature/Incorporator Date

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.

Cynthia S. Peterson 2-13-98
 Signature/Registered Agent Date

**STATE OF FLORIDA
COUNTY OF BROWARD**

On this 13th day of February, 1998, CYNTHIA S. PETERSON, designated above as the individual who shall serve as the Corporation's initial Registered Agent and Incorporator, who is personally known to me, personally appeared before me at the time of notarization, and after being given the oath, acknowledged signing these Articles of Incorporation.



Notary Public



JUDITH M. JORDAN
My Comm Exp. 3/11/2001
Bonded By Service Ins
No. CC625847
 Personally Known Other ID