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MARY M. CALLAWAY, P.A.
ATTORNEY AT LAW
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P.O. BOX 36097, PENSACOLA, FLORIDA 32516
TELEPHONE (850) 434-2114
FAX 434-2003
March 31, 2000

FILED
00 APR -3 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Subject: PRACTICESERVE

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****122.50 ****78.75

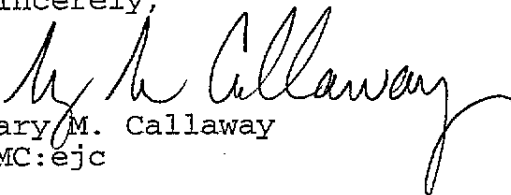
Gentlemen:

Enclosed you will find the following:

- (1) Articles of Incorporation;
- (2) Copy of Articles; and
- (3) Check in the amount of \$122.50 to cover fees.

Please file the Articles of Incorporation, and return a certified copy of the Articles to our office.

Sincerely,


Mary M. Callaway
MMC:ejc

Enclosures

4-6
MC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRACTICESERVE, INC.

ARTICLE ONE

NAME

The name of this corporation is **PRACTICESERVE, INC.**

ARTICLE TWO

DURATION

This corporation shall exist in perpetuity.

ARTICLE THREE

PURPOSE

This corporation is organized for the following purposes:

To provide management services including billing, contract negotiations, forms processing, ethics training, property management, and real estate sales/rentals/investments and the like; and to acquire, hold, use, employ, lease and sell and deal in leases, apparatus, equipment and facilities for conducting business.

To engage in interstate commerce insofar as may be necessary to carry out all of the purposes of the business and to conduct business in foreign states consistent with this charter.

To purchase, hold, sell and reissue the share of its own capital stock, and should it become necessary to make an equitable division of the stock of this corporation among those who are now or may thereafter be entitled to such stock, or any part thereof, such stock may be reissued in fractional shares.

To transact any and all lawful business.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue twenty thousand (20,000) shares of one dollar (\$1.00) par value common stock.

ARTICLE FIVE

PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any treasury stock or the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business is:

**5553 Highway 90
Pace, FL 32571**

and the mailing address is the same.

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The names and addresses of the initial directors of this corporation are:

**Ronald H. McArthur
1108 Quiet Creek Road
Pensacola, FL 32514**

**Martha A. McArthur
1108 Quiet Creek Road
Pensacola, FL 32514**

**Purushottam K. Garg, M.D.
5553 Highway 90
Pace, FL 32571**

**Anju Garg, M.D.
5553 Highway 90
Pace, FL 32571**

ARTICLE EIGHT

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Ronald H. McArthur
1108 Quiet Creek Road
Pensacola, FL 32514

Martha A. McArthur
1108 Quiet Creek Road
Pensacola, FL 32514

Purushottam K. Garg, M.D.
5553 Highway 90
Pace, FL 32571

Anju Garg, M.D.
5553 Highway 90
Pace, FL 32571

ARTICLE NINE

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and in the Shareholders.

ARTICLE TEN

RESTRICTIONS ON TRANSFER

Outstanding shares of this corporation may not be resold or otherwise transferred to another unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE ELEVEN

CUMULATIVE VOTING AND VOTING RIGHTS

At each election for directors every shareholder entitled to vote at such an election shall have the right to accumulate his

votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

Except as otherwise provided by law, the entire voting power for the election of directors shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE TWELVE

MANAGEMENT OF THE CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE THIRTEEN

INDEMNIFICATION

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

ARTICLE FOURTEEN

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

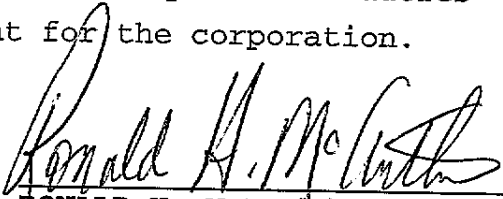
ARTICLE FIFTEEN

INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

Ronald H. McArthur
1108 Quiet Creek Road
Pensacola, FL 32514

By signature below the registered agent accepts this designation, is familiar with and accepts the duties and responsibilities as registered agent for the corporation.


RONALD H. McArthur

ARTICLE SIXTEEN

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone or other electronic medium as provided by law.

ARTICLE SEVENTEEN

ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE EIGHTEEN

ACTION OF THE CORPORATION


Any contract, transaction or act of the corporation or of the Board of Directors approved by a quorum of the shareholders entitled to vote at any meeting shall be as valid and binding as though approved by every shareholder of the corporation, but any failure of the shareholders to approve such contract, transaction or act shall not be deemed in any way to invalidate the same or deprive the corporation, its directors or officers of their right to proceed.

ARTICLE NINETEEN
DATE OF INCORPORATION

The date of commencement of corporate existence shall be the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 31st day of March 2000.

PRACTICESERVE, INC.



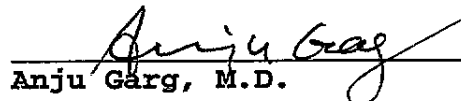
Ronald H. McArthur



Martha A. McArthur

Purushottam K. Garg

Purushottam K. Garg, M.D.




Anju Garg, M.D.

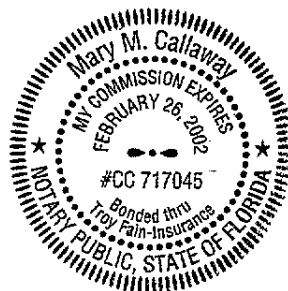
State of Florida
County of Escambia

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared **Ronald H. McArthur, Martha A. McArthur, Purushottam K. Garg, M.D., and Anju Garg, M.D.**, personally known to me and known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 31st day of March, 2000.



Mary M. Callaway
NOTARY PUBLIC
My Commission Expires:



Prepared by:
Mary M. Callaway, P.A.
P.O. Box 36097
Pensacola, FL 32516
(850) 434-2114