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ACCOUNT NO. : 072100000032

REFERENCE : 711793 7136675

AUTHORIZATION : *Patricia Pajoto*

COST LIMIT : \$ 78.75

ORDER DATE : May 26, 2000

ORDER TIME : 11:0 AM

ORDER NO. : 711793-005

500003268495-8

CUSTOMER NO: 7136675

CUSTOMER: Haley A. Watkins, Legal Asst
BAPTIST/ ST. VINCENT'S HEALTH
BAPTIST/ ST. VINCENT'S HEALTH
Suite 902
1325 San Marco Boulevard
Jacksonville, FL 32207

DOMESTIC FILING

NAME: BAPTIST PRIMARY CARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 26 PM 2: 39

RECEIVED
MAY 26 PM 12: 13
DIVISION OF CORPORATIONS
FLORIDA

**ARTICLES OF INCORPORATION
OF
BAPTIST PRIMARY CARE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 26 PM 2: 39

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is "Baptist Primary Care, Inc."

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 1325 San Marco Boulevard, Suite 901, Jacksonville, Florida 32201.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Harvey Granger, 1325 San Marco Boulevard, Suite 901, Jacksonville, Florida 32207.

ARTICLE V-INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are Earl B. Mally, 1200 Riverplace Boulevard, Suite 301, Jacksonville, Florida 32207.

ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of May, 2000.



Earl B. Mally

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

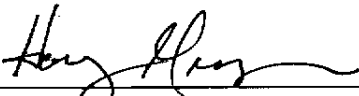
00 MAY 26 PM 2: 39

Pursuant to the provisions of Section 607.0501, Florida Statutes, Baptist Primary Care, Inc., 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 Baptist Primary Care, Inc.

2. The name and address of the registered agent and office are Harvey Granger, 1325 San Marco Boulevard, Suite 901, Jacksonville, Florida 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, HARVEY GRANGER HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. HARVEY GRANGER FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT.



Harvey Granger
Date: 5/24/00