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MURRAH, DOYLE AND WIGLE, P.A.

ATTORNEYS AND COUNSELLORS AT LAW
MORSE BOULEVARD PROFESSIONAL CENTER
800 WEST MORSE BOULEVARD
WINTER PARK, FLORIDA 32789

November 17, 2000

KENNETH F. MURRAH
PATRICK W. DOYLE
BRUCE M. WIGLE, III

MAILING ADDRESS
POST OFFICE BOX 1328
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 644-9801
FAX (407) 644-0820

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

Attn: Corporate Records Bureau

Re: Orange Primary Care, P.A.

Dear Sir or Madam:

I enclose an original and an exact or conformed copy of the Articles of this proposed corporation.

The second copy is for certification purposes. Please send the original Certificate of Incorporation together with a certified copy of the Articles of Incorporation.

A check in the amount of \$78.50 is enclosed for the following fees:

Filing fee	\$35.00
Certified copy of Certificate of Incorporation	\$8.75
Notice of Designation of Registered Agent and Acceptance	\$35.00
Total	\$78.75

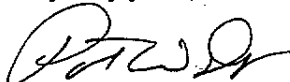
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
11-13-00

The notice designating the Registered Office and the Registered Agent, which includes the Registered Agent's acceptance is attached to or included in the Articles.

Very truly yours,



PATRICK W. DOYLE

PWD/smb
encs

F. CHESSER
NOV 2 -2 2000

**ARTICLES OF INCORPORATION
(Professional Service Corporation)
OF
ORANGE PRIMARY CARE, P.A.**

FILED
NOV 20 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, who are duly licensed to practice medicine in the State of Florida, desiring to form a professional service corporation in accordance with Chapters 607 and 621 of the Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE 1 - Name

The name of the corporation is ORANGE PRIMARY CARE, P.A.

ARTICLE 2 - Address

The principal office address of the corporation is 1615 East Woodward, Orlando, FL 32803 The mailing address of the corporation is the same.

ARTICLE 3 - Purpose

EFFECTIVE DATE
11-13-00

The purposes for which the corporation is organized are:

1. To engage in all activities involved in and related to the performance of professional medical services.
2. To invest its funds in real estate, mortgages, stocks, bonds and other types of investments permitted under Chapter 621, Florida Statutes and to own real and personal property necessary for the rendering of professional services.

ARTICLE 4 - Shares

This corporation is authorized to issue One Thousand (1,000) shares of one dollar (\$1.00) par value common shares. All issued shares must be represented by certificates.

ARTICLE 5 - Limitation on Issuance and Transfer of Stock

The stock of this professional service corporation may not be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation is incorporated. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of such shareholder's stock.

ARTICLE 6 - Preemptive Rights

Each shareholder, upon the sale for money of any new shares of this corporation of the same class or series as that which the shareholder already holds, shall have the right to purchase a 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 7 - Initial Registered Office and Agent

The street address of the corporation's initial registered office is 1615 East Woodward, Orlando, FL 32803 32789 and the name of the initial registered agent at that office is Ramon Hernandez . The written acceptance by the registered agent is attached.

ARTICLE 8 - Incorporator

The name and address of each incorporator is:

Jose R. Lopez 2604 N. Orange Ave., Orlando, Florida 32804
Pedro L. Ortega 2604 N. Orange Ave., Orlando, Florida 32804

ARTICLE 9 - Initial Board of Directors

The name and address of the individual who is to serve as the initial director is:

Jose R. Lopez 2604 N. Orange Ave., Orlando, Florida 32804
Pedro L. Ortega 2604 N. Orange Ave., Orlando, Florida 32804

ARTICLE 10 - Indemnification

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

ARTICLE 11 - Amendment

The Articles of Incorporation may be amended in the manner provided by law. Every amendment must be approved by a majority of the shareholders.


ARTICLE 12 - Bylaws


The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors or in the shareholders, but any bylaw adopted by the shareholders may not be altered, amended, or repealed by the board of directors.

ARTICLE 13 - Date of Commencement of Corporate Existence

Corporate existence begins on the date of signing of the Articles of Incorporation by the incorporator provided the Articles are filed by the Department of State within five (5) business days after such date; otherwise, the date of corporate existence shall begin on the date the Articles are filed by the Department of State.

The undersigned incorporator executed these Articles of Incorporation this ____ day of November, 2000.



Jose R. Lopez, Incorporator


Pedro L. Ortega, Incorporator

NOTICE OF REGISTERED OFFICE AND REGISTERED AGENT

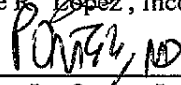
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:
ORANGE PRIMARY CARE, P.A., desiring to organize and qualify under the laws of the State of Florida hereby designates:

Registered Office: 1615 East Woodward, Orlando, FL 32803

Registered Agent: Ramon Hernandez



Jose B. Lopez, Incorporator



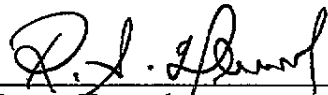
Pedro L. Ortega, Incorporator

DATED: November 13th, 2000

FILED
00 NOV 20 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF
ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of the above corporation and agrees to comply with the provisions of the Florida Statutes relative to my capacity as Registered Agent. The undersigned is familiar with, and accepts, the obligation of that position as provided for in Section 607.0505, Florida Statutes.



Ramon Hernandez

REGISTERED AGENT
DATED: November 13, 2000