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ATTORNEY AT LAW
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FILED
02 MAY -3 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P02000050720
April 30, 2002

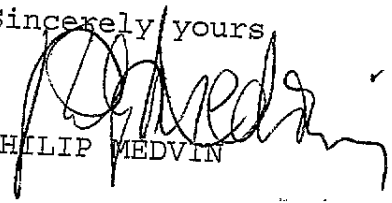
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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Physician Management Network of Florida, Inc.

Dear Sirs:

Enclosed please find my trust account check payable to Dept. of State in the amount of \$78.75 being incorporation fee for the referenced corporation. Also enclosed is the Certificate of Corporation, the Designation of Registered Agent and Acceptance of Designation for filing. When all items have been filed in the records of your office, kindly send me notification of same along with the corporation identification number for subject corporation.

Sincerely yours

PHILIP MEDVIN

PM:id
Encls. (as indicated)

Handwritten notes:
300005450703
195-85470

CERTIFICATE OF INCORPORATION
OF
PHYSICIANS MANAGEMENT NETWORK OF FLORIDA, INC.

FILED
02 MAY -3 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED do hereby associate themselves and their successors and assigns together for the purpose of becoming incorporated under the laws of the State of Florida, and forming a corporation with the following proposed Charter.

ARTICLE ONE

The name of this Corporation shall be :

PHYSICIANS MANAGEMENT NETWORK OF FLORIDA, INC.

having its principal place of business at: 13351 S.W. 131st Street, Miami, FL 33186.

ARTICLE TWO

The general nature of this corporation is such that it shall engage in activities of the following nature in the State of Florida and all other states of the United States of America, including Hawaii, Puerto Rico and Alaska, as their respective laws may permit, as follows:

a.) To provide organizational operational, and financial management to Independent Physicians Offices (IPOs), Patient Care Providers (PCPs), Consortiums of IPOs, PCPs and Physician Practices Management (PPM) groups;

b.) To organize and manage Health Care Providers including HMOs, hospitals, clinics, medical suppliers, medicines and drugs suppliers, suppliers of ancilliary medical services, into unified entities;

c.) To provide management of all entities created, in their respective business and services relationships with independent medical contractors, governmental regulatory agencies insurance contractors, medicare and medicaid agencies Federal, State, and Municipal governmental agencies participating in qualifying, funding patient care services activities, and general medical nursing and physician care provider services, nursing homes, retirement homes, group care and assisted housing/living facilities, insurance companies and their designated subsidiaries engaged in such activities, and medical co-operatives composed of individual patient units organized into a single entity to maximize medical and physician services to such entity provided, at organizational efficiency and cost;

d.) To provide management to all medical services entities and consortiums of medical services entities, in initiating financial structuring to secure capital sufficient to maximize all medical and physician care services products, at the greatest efficiency and minimal cost to participating patient units, including negotiations with the S.E.C. and other regulatory agencies having the power to grant authority for Public Stock Issue Offerings to the public, for any such entities as aforementioned;

e.) To do and pursue any and all other activities permitted to be done by a corporation organized for profit in the State of Florida, and in all other jurisdictions in which this corporation shall be admitted and licensed to do business, in accordance with and subject to the respective laws of said jurisdictions.

ARTICLE THREE

The capital of this corporation shall consist of 100 shares of no par value common stock, which stock shall be non-assessable and the whole or any part of said capital stock may be paid for in cash or may be issued by the Board of Directors for property, labor or services at a valuation to be fixed by the Board of Directors at a meeting to be called for such purpose.

ARTICLE FOUR

The corporation will begin business with capital of not less than ONE THOUSAND (\$1,000.00) Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE SIX

The principal place for the transaction of the business shall be at: 13351 S.W. 131st Street, Miami, FL 33186.

ARTICLE SEVEN

The corporation shall initially have a Board of Directors of three (3) director(s), which can be increased to not more than eight (8) Directors. The number of Directors for each year may be determined by the stockholders at their annual meeting, or may be fixed by the by-laws.

ARTICLE EIGHT

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, one or more Vice Presidents, a Secretary and Treasurer, and Assistant

Secretaries and Assistant Treasurers, and such other officers, agents, and factors as may be chosen in such manner, hold their offices for such terms and have powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. All such offices may be held by a single person, should the Board of Directors so direct at any meeting and election.

The names and post office addresses of the officers and first Board of Directors, who shall conduct the business of the corporation until their successors elected at the first meeting shall be qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Victor Behar	551 NW 107th Ave. Villa 201 West Lake Village, Miami, FL 33172	President/Treasurer Director & Chief Executive Officer
Luis De Lamar	611 N.W. 134th Ave. Miami, FL 33182	Director & Chief Operating Officer
Jose Blanco, Jr.	1592 S.W. 142nd Ave. Miami, FL 33184	Director & Chief Information Officer

ARTICLE NINE

The names and post office addresses of each subscriber to these Articles of Incorporation with the amount of stock agreed to be taken by each, are as follows:

<u>NAME</u>	<u>ADDRESSES</u>	<u>NO.OF SHARES</u>	<u>VALUE</u>
Victor Behar	551 NW 107th Avenue Villa 201 West Lake Village, Miami, FL 33172	90	\$ 900.00
Luis De Lamar	611 N.W. 134th Ave. Miami, FL 33182	5	\$ 50.00

Jose Blanco, Jr. 1592 S.W. 142nd Ave. 5 \$ 50.00
Miami, FL 33184

Initial Capital and Total Value \$ 1,000.00

ARTICLE TEN


The Directors and Officers shall be elected by the stockholders at their annual meeting, which will be held at the principal office of the corporation, or at such other place as may be provided by the by-laws or may otherwise be agreed upon; and the annual Directors' meeting shall be held immediately after the adjournment of the annual stockholders' meeting.

ARTICLE ELEVEN


There shall be no limitation of indebtedness or liability to which said corporation can at any time subject itself.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals at Coral Gables, Miami-Dade County, State of Florida, this 24th day of April 2002.

WITNESS my hand and official seal at Coral Gables, County of Dade, State of Florida, this 24th of April, 2002.



VICTOR BEHAR, President/Director



LUIS DE LA MAR, Secretary/Director



JOSE BLANCO, JR., Director/Chief
Information Officer

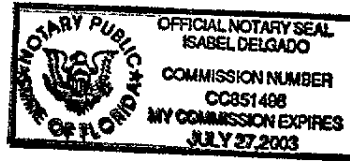
STATE OF FLORIDA)
MIAMI-DADE COUNTY)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, VICTOR BEHAR, LUIS DE LAMAR, and JOSE BLANCO, JR., to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and they acknowledged before me, that they executed the same freely and voluntarily for the purposes therein expressed.

Isabel Delgado

NOTARY PUBLIC,
State of Florida

My Commission Expires:



DESIGNATION OF REGISTERED AGENT
OF
PHYSICIANS MANAGEMENT NETWORK OF FLORIDA, INC.

1. The main office and principal place of business of this corporation is:

13351 S.W. 131st Street
Miami, FL 33186

2. The registered office of this corporation is:

2801 Ponce de Leon Boulevard
Suite 370
Coral Gables, FL 33134

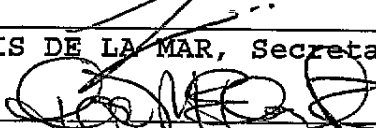
3. The Registered Agent of this corporation upon whom service of process may be had is:

PHILIP MEDVIN, ESQ.
2801 Ponce de Leon Boulevard
Suite 370
Coral Gables, FL 33134

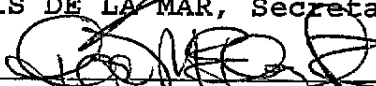
PHYSICIANS MANAGEMENT NETWORK OF
FLORIDA, INC.



VICTOR BEHAR, President/Director



LUIS DE LA MAR, Secretary/Director



JOSE BLANCO, JR., Director/Chief
Information Officer

ACCEPTANCE OF DESIGNATION
AS RESIDENT AGENT FOR SERVICE OF PROCESS

FILED
02 MAY -3 PM 2:16
NOTARY PUBLIC OF STATE
MIAMI DADE COUNTY, FLORIDA

THE UNDERSIGNED AGENT designated by the PHYSICIANS MANAGEMENT NETWORK, OF FLORIDA INC., to accept process of Service on its behalf does hereby accept such appointment as Registered Agent pursuant to F.S. 607.037 and states that he is familiar with, and accepts the obligations provided for in F.S. 607.325.


PHILIP MEDVIN, Registered Agent

STATE OF FLORIDA)
SS
MIAMI DADE COUNTY)

BEFORE ME the undersigned authority this 30th day of April 2002, appeared VICTOR BEHAR, President/Treasurer and Director, LOUIS DE LAMAR, Director, JOSE BLANCO, JR., Director and Chief Information Officer, of PHYSICIANS MANAGEMENT NETWORK of Florida, Inc., who upon being sworn stated that they executed the foregoing Designation of Resident Agent and Acceptance of Designation as Resident Agent of said corporation, for the purposes therein expressed.


NOTARY PUBLIC, State of Florida

My Commission Expires:



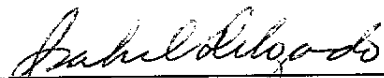
STATE OF FLORIDA)

SS

MIAMI DADE COUNTY)

BEFORE ME the undersigned authority this 30th day of April
2002, appeared PHILIP MEDVIN, ESQ., Registered Agent of PHYSICIANS
MANAGEMENT NETWORK of Florida, Inc., who upon being sworn stated
that they executed the foregoing Designation of Resident Agent and
Acceptance of Designation as Resident Agent of said corporation,
for the purposes therein expressed.

My Commission Expires:


NOTARY PUBLIC, State of Florida