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ACCOUNT NO. : 072100000032

REFERENCE : 652660 132254A

AUTHORIZATION *Patricia Pijet*

COST LIMIT : \$ 70.00

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ORDER DATE : August 2, 1995

ORDER TIME : 10:43 AM

ORDER NO. : 652660

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: TAMPA BAY PROVIDER GROUP, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN

AUG - 2 1995

FILED
95 AUG - 2 PM 2:17
TALLAHASSEE, FL 32301
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
TAMPA BAY PROVIDER GROUP, INC.

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SECRET
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a Corporation under the Laws of the State of Florida, by and under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name of the Corporation shall be Tampa Bay Provider Group, Inc.

ARTICLE II
NATURE OF BUSINESS

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue five thousand (5,000) shares of common stock with ONE AND 00/100 (\$1.00) DOLLAR par value, as, when and for such consideration as may be fixed from time to time by the Board of Directors.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V
PRINCIPAL OFFICE
OF THE CORPORATION

The initial mailing address and the principal office of this Corporation in the State of Florida shall be

2323 Curlew Road, Suite 7E
Palm Harbor, Florida 34683

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VI
INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2323 Curlew Road, Suite 7E, Palm Harbor, Florida 34683, and the name of the initial registered agent of the Corporation at that address is J. Mark Abernathy.

ARTICLE VII
BOARD OF DIRECTORS

A. The members of the Board of Directors shall all be of the age of majority and citizens of the United States.

B. The Corporation shall have four (4) directors initially and the number of directors may be increased or diminished pursuant to the Bylaws, but shall never be less than one (1).

ARTICLE VIII
INITIAL DIRECTORS

The name and street address of the member(s) of the first Board of Directors is as follows:

James Barker, D.O.	13124 North Florida Avenue Tampa, Florida 33612
William Reiber, M.D.	3000 East Fletcher, #230 Tampa, Florida 33613
Salam Ishak, M.D.	3405 Lithia Pinecrest Road Valrico, Florida 33594
Albert Saphier, M.D.	2708 Azeele Street Tampa, Florida 33609

ARTICLE IX
BY-LAWS

This Corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws not inconsistent herewith.

ARTICLE X
INCORPORATOR

The name and address of the Incorporator of this Corporation is Thomas B. Smith, Suite 1100, 150 Second Avenue North, St. Petersburg, Florida 33701.

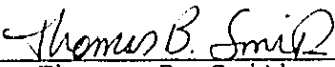
ARTICLE XI
SPECIAL ELECTION

The Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

ARTICLE XII
FUNDAMENTAL CHANGES

Pursuant to §607.0702, Florida Statutes, the affirmative vote of the holders of fifty (50%) of the stock of the Corporation shall be required in order to call a special meeting of the shareholders of the Corporation.

IN WITNESS WHEREOF, I the undersigned incorporator have made, subscribed and acknowledged these Articles of Incorporation this 1st day of August, 1995.



Thomas B. Smith

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED
95 AUG -2 PM 2:17
SECRET
TALLAHASSEE FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


J. MARK ABERNATHY

TBS:106435.01