

P96000041792

Richard J. DaForte
Attorney & Counselor at Law

LAW OFFICE
RICHARD J. DAFORTE, P.A.
1000 Belcher Road South, Suite 2
Largo, Florida 34641
(813) 536-8882
Fax (813) 536-7739

April 17, 1996

000001816940
-05/10/96--01075--004
*****70.00 *****70.00

Corporat. Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: ELITE PHYSICIAN'S SERVICE, INC.

Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$70.00 to cover the following fees:

Minimum Charter Tax	\$ 0.00
Filing Fee	35.00
Registered Agent Fee	<u>35.00</u>
TOTAL	\$ 70.00

Please file the original and return to me a copy of the same.
Thank you.

Very truly yours,


Richard J. DaForte

RJD/gds

Enclosures

RECEIVED
TALLAHASSEE, FLORIDA
DEPT. OF STATE

56 MAY -9 AM 8:28

GB 5/16/96

ARTICLES OF INCORPORATION
OF
ELITE PHYSICIAN'S SERVICE, INC.

96 MAY -3 AM 6:28

ARTICLE I. NAME

The name of this corporation shall be ELITE PHYSICIAN'S SERVICE, INC. and the corporation's business address shall be 8360 40th Place North, St. Petersburg, FL 33709.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of providing medical management and billing services and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the

price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain
Transfer Restrictions Imposed By This
Corporation's Articles Of Incorporation, A
Copy Of Which Is On File At This Corporation's
Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be three. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Charles A. Ballah
9090 102nd Avenue North
Largo, FL 34647

Daniel R. Lambo
8360 40th Place North
St. Petersburg, FL 33709

Paula Lynn Lambo
8360 40th Place North
St. Petersburg, FL 33709.

ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. INITIAL REGISTERED AGENT

The address of this corporation's initial registered office shall be: 1000 Belcher Road South, Suite 2, Largo, Florida 34641.


The name of the individual who shall serve as this corporation's initial registered agent at that address is: Richard J. DaFonte, Esquire.

ARTICLE X. INCORPORATOR

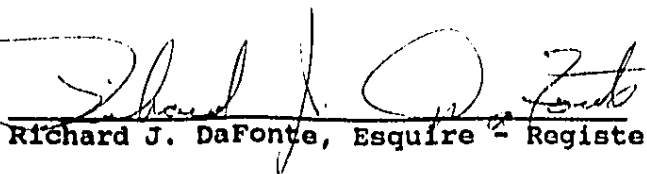
The name and address of the individual who shall serve as this corporation's incorporator are: Richard J. DaFonte, Esquire, 1000 Belcher Road South, Suite 2, Largo, Florida 34641.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Richard J. DaFonte, Esquire - Incorporator

I heroby accept my designation as resident agent and agree to serve as the resident agent of ELITE PHYSICIAN'S SERVICE, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ELITE PHYSICIAN'S SERVICE, INC.


Richard J. DaFonte, Esquire - Registered Agent

State Of Florida
County Of Pinellas

On April 17, 1996, Richard J. DeFonte, Esquire,
designated above as the individual who shall serve as this
corporation's initial registered agent and incorporator, person-
ally appeared before me and signed and acknowledged signing these
Articles of Incorporation Of ELITE PHYSICIAN'S SERVICE, INC.

Glenda Suggs
Notary Public

Commission Expiration Date:



GLEND S. SUGGS
MY COMMISSION # CC302663 EXPIRES
August 20, 1997
BONDED THRU TROY FARM INSURANCE, INC.

(Seal)

P960000041792

Richard J. DaFonte
Attorney & Counselor at Law

RICHARD J. DAFONTE, P.A.

1000 Belcher Road South, Suite 2
Largo, Florida 34641
(813) 536-8882
Fax (813) 536-7739

June 5, 1996

Amendment Section
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Elite Physician's Service, Inc.

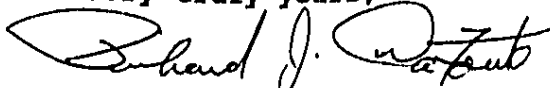
300001858809
-06/11/96--01173--006
*****35.00 *****35.00

Gentlemen:

Enclosed please find the Articles of Amendment to the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$35.00 to cover your fee for the name change.

Please file the original and return to me a copy of the same.
Thank you.

Very truly yours,



Richard J. DaFonte

RJD/gds

Enclosures

SH 6/8
NC

FILED
96 JUN 11 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
55 JUN 11 AM 11:03
HONOLULU DISTRICT COURT
HONOLULU, HAWAII

Articles Of Amendment To The
Articles Of Incorporation Of
Elite Physician's Service, Inc.

State of Florida
County Of Pinellas

I hereby certify that on this day, before me, an officer duly authorized in Pinellas County, Florida, to take acknowledgements, personally appeared a corporate officer of Elite Physician's Service, Inc., to me known to be the person described in and who executed the foregoing instrument and who acknowledged before me executing the same.

WITNESS my hand and official seal, on June 5, 1996,
in Pinellas County, Florida.

Glenda Suggs
Notary Public

(SEAL)

Commission Expiration Date:



GLEND A. SUGGS
MY COMMISSION # CC302003 EXPIRES
August 20, 1997
BONDED THRU TROY FARM INSURANCE, INC.

Articles Of Amendment To The
Articles Of Incorporation Of
Elite Physician's Service, Inc.