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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Florida Health Partners Inc

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
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DIVISION OF CORPORATION

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T. SMITH OCT 02 1998

**ARTICLES OF INCORPORATION OF
FLORIDA HEALTH PARTNERS, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "Act"), hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is Florida Health Partners, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office is and the mailing address of the Corporation is 3014 North U.S. Highway 301, Suite 1000, Tampa, FL 33619.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue five hundred (500) shares of class A common stock, One Cent (\$0.01) par value per share ("Class A Common"), five hundred (500) shares of class B common stock, One Cent (\$0.01) par value per share ("Class B Common") and five hundred (500) shares of series A preferred stock, One Cent (\$0.01) par value per share ("Series A Preferred"). Except as otherwise provided herein, the designation and number of shares of Class A Common and Class B Common and the voting and other powers, preferences and relative, participating, optional or other rights of the shares of such class and the qualifications, limitations and restrictions thereof shall be governed by the Act. The designation and number of shares of Series A Preferred and the voting and other powers, preferences and relative, participating, optional or other rights of the shares of such series and the qualifications, limitations and restrictions thereof are as follows:

(A) Voting Rights.

Series A Preferred shall be non-voting except with respect to matters relating solely to proposed modifications of the designation and number of shares thereof and the voting and other powers, preferences and relative, participating, optional or other rights of Series A Preferred and the qualifications, limitations and restrictions thereof.

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(B) Dividends.

The holders of shares of Series A Preferred shall be entitled to receive, when and as declared by the Board of Directors, out of the assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

(C) Liquidation, Dissolution or Winding Up.

Upon any voluntary or otherwise liquidation, dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of Common Stock, unless prior thereto, the holders of shares of Series A Preferred shall have received in the aggregate an amount equal to the original issuance price for the Series A Preferred less the aggregate amount of dividends distributed to such holders thereof by the Corporation (the "Liquidation Preference").

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

UCC Filing & Search Services, Inc.
526 E. Park Avenue, Suite 200
Tallahassee, FL 32301

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have a total six (6) directors, three (3) of which shall be elected by the holders of Class A Common ("Class A Directors") and three (3) which shall be elected by the holders of Class B Common ("Class B Directors"). The holders of the shares electing such directors to the Board of Directors may remove the Directors at any time effective immediately upon delivery of written notice to the Corporation. The number of directors may not be increased or decreased without amending these Articles of Incorporation. The initial directors named herein shall hold office until the first annual meeting of shareholders and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office or death. The name and address of the initial directors of the Corporation are:

Class A Directors

1. Robert More
3014 North U.S. Highway 301, Suite 1000
Tampa, FL 33619

2. David Moore, M.D.
3014 North U.S. Highway 301, Suite 1000
Tampa, FL 33619
3. Jean Moise
3110 Fairview Park Drive
Falls Church, VA 22042

Class B Directors

1. Julian Rice
5707 N 22nd Street
Tampa, FL 33610
2. Bert Lacey
1745 Highway 17 South
Bartow, FL 33830
3. Marsha Lewis Brown
12512 Bruce B. Downs Blvd.
Tampa, FL 33612

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

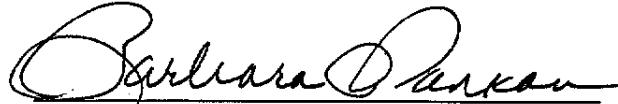
Barbara R. Pankau
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation

this 1st day of October, 1998.



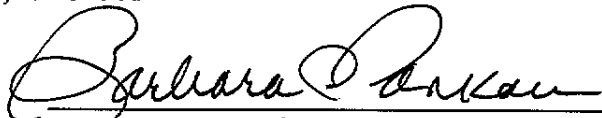
Barbara R. Pankau,
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, 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 Florida Health Partners, Inc.
2. The name and address of the registered agent and office are:

UCC Filing & Search Services, Inc.
526 E. Park Avenue, Suite 200
Tallahassee, FL 32301



Barbara R. Pankau, Incorporator

Date: October 1, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

UCC FILING & SEARCH SERVICES, INC.

By: Ed Hand
Ed Hand, President

Date: October 2, 1998

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