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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Provider Innovations,
Inc

000002815090--2

-03/23/99-01039-015

*****78.75 *****78.75

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____

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Signature _____

Requested by: _____

Name _____

Date _____

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Courier
MAR 23 1999

ARTICLES OF INCORPORATION OF PROVIDER INNOVATIONS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is Provider Innovations, Inc.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 7150 West 20th Avenue, Suite 412, Hialeah, Florida, 33016.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are: To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

ARTICLE FIVE

CAPITALIZATION

The total number of authorized shares of the capital stock of this corporation is One Hundred shares, divided into two classes, Class A stock and Class B stock. Both classes shall have a par value of One Dollar (\$1.00). The total number of shares of Class A stock authorized is Ninety-Nine (99) shares. The total number of shares of Class B stock authorized is One (1) share. The Class A stock will be non-voting shares. The Class A Stock shall be owned and held in the name of the Partners of Pal-Med Health Services, a Florida General Partnership. The Class B Stock will be the voting share, and shall be owned and held by the Steering Committee of Pal-Med Health Services

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a Florida General Partnership.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 1 S.E. Third Avenue, Suite 1860, Miami, Florida 33131, and the name of its initial registered agent at such address, is: Raymond A. Reiser, Esq.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the corporation's initial board of directors is seven (7). The name and address of each person who is to serve as a member of the initial board of directors is:

Alvaro I. Martinez, M.D., Chairman
7150 W. 20th Avenue
Suite 412
Hialeah, Florida 33016

Neil Koreman, M.D., VC
7100 W. 20th Avenue
Suite 107
Hialeah, Florida 33016

Marcos Zequeria, M.D., Secretary
7100 W. 20th Avenue
Suite 806
Hialeah, Florida 33016

Eric Fernandez, M.D., VC
2140 W. 68th Street
Suite 402
Hialeah, Florida 33016

Pedro Bermann, M.D., Treasurer
2140 W. 68th Street
Suite 200
Hialeah, Florida 33016

Frank Todd, CEO
7150 W. 20th Avenue
Suite 412
Hialeah, Florida 33016

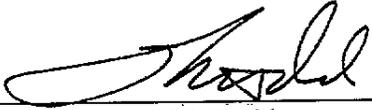
Eliot H. Berg, M.D., Special Consultant (not a voting member)
7100 W. 20th Avenue
Suite 403
Hialeah, Florida 33016

ARTICLE EIGHT

INCORPORATOR

The name and address of each incorporator is: Frank N. Todd, 7150 West 20th Avenue, Suite 412, Hialeah, Florida, 33016.

Executed by the undersigned at Miami-Dade County, Florida on the 18th day of March, 1999.



Frank N. Todd

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTES § 607.0501, 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: Provider Innovations, Inc.
2. The name and address of the registered agent and office is: Raymond A. Reiser, Esq., One S.E. Third Avenue, Suite 1860, Miami, Florida 33131

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 obligations of my position as registered agent.

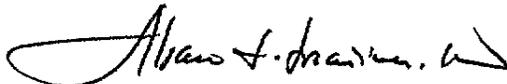

Raymond A. Reiser, Esq.

AFFIDAVIT OF ALVARO MARTINEZ, M.D.

COMES NOW your affiant, Alvaro Martinez, M.D., being duly sworn, deposes and says as follows:

1. My name is Alvaro Martinez, M.D. I was one of the officers of the dissolved corporation named Provider Innovations, Inc.
2. I do not plan to revoke the dissolution of Provider Innovations, Inc.
3. I hereby release the name Provider Innovations, Inc. to be used by Frank N. Todd.

FURTHER AFFIANT SAYETH NAUGHT

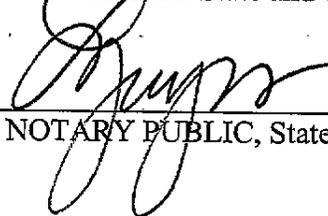


ALVARO MARTINEZ, M.D.

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Alvaro Martinez, M.D., who is personally known to me, who being first duly sworn acknowledges that he has read the above and that the statements as set forth herein are true and correct.

WITNESS my hand and official seal, in the aforesaid State and County this 18th day of March A.D., 1999.



NOTARY PUBLIC, State of Florida

My Commission Expires:



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