

REFERENCE

990982

4303929

AUTHORIZATION

COST LIMIT :

ORDER DATE: June 18, 1996

ORDER TIME : 10:13 AM

ORDER NO. : 990982

CUSTOMER NO: 4303929

CUSTOMER: Myrna Anne Norman, Legal Asst

Greenberg Traurig Hoffman

20th Floor

1221 Brickell Avenue Miami, FL 33131-3238 400001865364

W96-12935

FOREIGN FILINGS

NAME:

PHYSICIANS FIRST, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

___ PLAIN STAMPED COPY

__ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez



June 18, 1996

CSC NETWORKS

SUBJECT: PHYSICIANS FIRST, INC. Ref. Number: W96000012935

We have received your document(s) in this office, however, the document is being returned for the following:

The name that you have adopted, PFI, is also not available. Please adopt another name. Please remember that the name that you adopt must contain a corporate suffix, such as Corporation, Corp., Company, Co., Incorporated, or Inc.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt Document Examiner

Letter Number: 196A00030196



June 19, 1996

CSC NETWORKS

RESUBMIT

SUBJECT: PHYSICIANS FIRST, INC. Ref. Number: W96000012935

Please give original submission date as file date.

We have received your document(s) in this office, however, the document is being returned for the following:

The alternate name must contain a corporate suffix.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays Document Specialist

Letter Number: 996A00030463

RESOLUTION OF BOARD OF DIRECTORS

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APPLICATION BY PORTION CORPORATION FOR AUTHORIZATION TO TRANSPORT BURNINGS IN PLOSION

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State of Delaware

Office of the Secretary of State

T, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHYSICIANS FIRST, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE

SECRETARY OF STATE DIVISION OF CORPORATIONS



Edward J. Freel, Secretary of State

AUTHENTICATION:

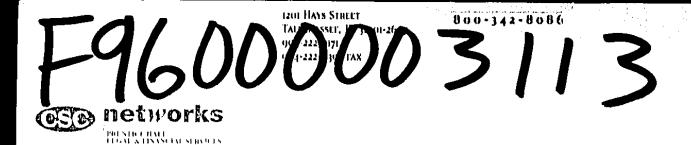
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06-17-96



MEMORANDUM

DATE : June 21, 1996

TO : Lee Rivers

LAW FIRM/COMPANY : DIVISION OF CORPORATIONS

FROM : Lori Dunlap/CSC NETWORKS

RE : PHYSICIANS FIRST, INC.

Dear Lee,

Per our conversation, I am submitting this in writing to request that you review the Resolution of Board of Directors. The fax copy is not clear and the name is actually, FPA FAMILY MEDICAL CENTERS, INC. Please send me proof after the correction has been made.

If you have any questions or concerns, please feel free to contact me.

Thank you

F96000003113

- ARTICLES OF MERGER Merger Sheet

MERGING:

AHI SOUTH FLORIDA HEALTHCARE SYSTEMS, INC., a Florida corporation, P94000088694

AHI FLORIDA HEALTHCARE SYSTEMS, INC., a Florida corporation, P95000026179

FPA FAMILY PHARMACY, INC., a Florida corporation, M05748

PHYSICIANS FIRST, INC. doing business in Florida as FPA FAMILY FIRST MEDICAL CENTERS, INC., a Delaware corporation, F96000003113

INTO

FAMILY FIRST MEDICAL CENTERS, INC., a Florida corporation, S63577.

File date: April 18, 1997

Corporate Specialist: Joy Moon-French

100003113 -000-4100

Office Use Only

CORPORA	TION NAME(S) & DOCUMEN	T NUMBER(S), (if known):
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Examiner's Initials

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida:

- The name of the corporation is Physicians First, inc. 1.
- The street address of its present registered office is: 2. 5138 Jennifer Place, Apartment 201 Orlando, Florida 32807
- 3, The street address of its new registered office is: c/o FPA Medical Management, Inc. 6855 South Red Road, Suite 500 Coral Gables, FL 33143-3632



- The name of its present registered agent is Leslie A. Witkin 4.
- The name of its new registered agent is Nancy K. Watkin 5.
- The address of its registered office and the address of the 6. business office of its registered agent, as changed, will be identical.
- Such change was authorized by resolution duly adopted by its 7. board of directors or by an officer so authorized by the board.

Dated October 29, 1996.

SIGNATURE:

(Président or Vice President)

Bryan Barnard - Enemire Director

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

SIGNATURE:

DATE: October 29, 1996