

No 10000006272

LAW OFFICES
MOSHER AND SCHNEIDER, P. A.

1001 FLAGLER CENTER
505 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401
(561) 471-9000

EDGAR S. MOSHER
(1878-1939)
ESTHER MOSHER SCHNEIDER
(1906-1977)
GEORGE A. SCHNEIDER
(1906-1985)
JOHN C. SCHNEIDER

000003291340--2
-06/15/00--01069--006
*****70.00 *****70.00

June 14, 2000

Re: PHYSICIANS GUILD OF AMERICA, INC.

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Federal Express

Gentlemen:

Enclosed are the following documents for the formation of the above-named corporation:

1. Articles of Incorporation (signed by the Registered Agent);
2. One copy of the Articles;
3. Draft for \$70.00 for filing the Articles; and the designation and acceptance by the registered agent;
4. Self-addressed return envelope.

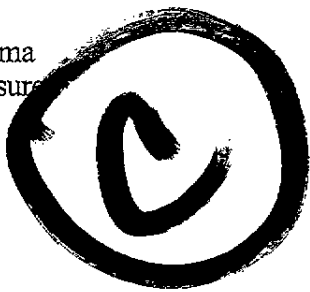
Please arrange for the filing of the Articles of Incorporation and return the copy, and the acknowledgment of filing, in the enclosed self-addressed envelope.

Thank you in advance for your assistance and cooperation.

Very truly yours,

John C. Schneider
John C. Schneider

JCS/nma
Enclosure



FILED
00 JUN 15 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-20
WPC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 4, 2001

MOSHER AND SCHNEIDER PA
101 S FLAGLER CENTER
505 S FLAGLER DR
WEST PALM BEACH, FL 33401

SUBJECT: PHYSICIANS GUILD OF AMERICA, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT(P00000059855) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N01000006272 with the original file date of June 15, 2000.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
RoseAnn Vamadore
Corporate Specialist Supervisor
New Filings Section

Letter number: 101A00049787

FILED
00 JUN 15 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PHYSICIANS GUILD OF AMERICA, INC.

The undersigned Incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a not for profit corporation pursuant to the Florida Not For Profit Corporation Act.

ARTICLE I

The name of the Corporation ("Corporation") shall be:

PHYSICIANS GUILD OF AMERICA, INC.

ARTICLE II

Address of Principal Office

The initial principal office and mailing address of the Corporation shall be:

Physician's Guild of America, Inc.
c/o Mosher and Schneider, P.A.
1550 Clearlake Centre
250 Australian Avenue
West Palm Beach, FL 33401

ARTICLE III

Purpose

This Corporation is organized for the purpose of evaluating products and services, with or without recommendations, for its members. No part of the income as profit shall be distributable to its members, directors or officers.

ARTICLE IV

Election or Appointment of Directors

The method of election of directors of this Corporation shall be stated in the Bylaws.

ARTICLE V

Registered Agent

The street address of the Corporation's initial registered office and the name of its initial Registered Agent at that address are as follows:

John C. Schneider, Esquire
Mosher and Schneider, P.A.
1550 Clearlake Centre
250 Australian Avenue
West Palm Beach, FL 33401

ARTICLE VI

Board of Directors

A Director is not required to be a resident of the State of Florida or a member of the Corporation.

ARTICLE VII

Incorporator

The name and street address of the Incorporator named in these Articles of Incorporation are:

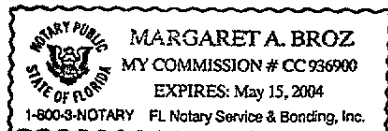
John C. Schneider, Esquire
Mosher and Schneider, P.A.
Clearlake Centre
250 Australian Avenue
West Palm Beach, FL 33401

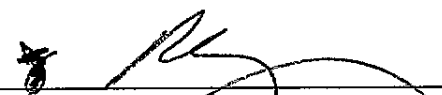
IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the Incorporator on June 14, 2000.


John C. Schneider, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on June 14, 2000, by John C. Schneider, who is personally known to me and who did not take an oath.




Notary Public MARGARET A. BROZ
State and County Aforesaid
My Commission Expires:

FILED
00 JUN 15 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: ~~PHYSICIAN'S~~ GUILD OF AMERICA, INC.
2. The name and address of the registered agent and its office are:

John C. Schneider, Esquire
Mosher and Schneider, P.A.
Clearlake Centre
250 Australian Avenue
West Palm Beach, FL 33401

Signature

John C. Schneider
John C. Schneider, Incorporator

Title

Incorporator

Date

June 14, 2000

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.

Signature

John C. Schneider
John C. Schneider

Date

June 14, 2000