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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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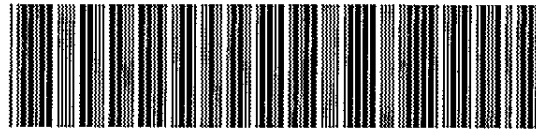
(Business Entity Name)

(Document Number)

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**SHUTTS
&
BOWEN
LLP**

ATTORNEYS AND COUNSELLORS AT LAW

February 6, 2003

VIA FEDEX

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Re: **East Florida Physician Alliance, Inc.**

Ladies and Gentlemen:

Enclosed herewith is one executed original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check made payable to the Secretary of State in the amount of \$78.75, towards payment of the following fees:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Filing Fee	<u>35.00</u>
	\$78.75

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,


James A. Farrell

Enclosures

WPBDocs 7034330.1

ARTICLES OF INCORPORATION
OF
EAST FLORIDA PHYSICIAN ALLIANCE, INC.

03 FEB - 7 PM 3:54
DIVISION OF CORPORATIONS
STATE OF FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Not-for-profit Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation not-for-profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be EAST FLORIDA PHYSICIAN ALLIANCE, INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is attn. President, c/o OneSource Health Network of South Florida, 4101 Hospital Drive, Suite 1, Plantation, Florida 33317.

ARTICLE III

Purpose

This Corporation is organized for the sole purpose of networking physicians for providing diagnostic, medical and surgical care to members of Health Maintenance Organizations, Preferred Provider Organizations, Exclusive Provider Organizations, Self Insured Companies and other pre-paid health plans, and pooling and sharing the risks inherent in the provision of such medical care and reimbursement, in conjunction with the OneSource Health Network of South Florida, Inc. and for the following additional purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized, Florida Statutes Chapter 617, and any and all acts amendatory thereof and supplement thereto.
- (b) For the purpose of transacting any or all lawful business consistent with the purpose set forth above.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Members

The initial Members shall be Howard Katzman, M.D., Neil Schultz, M.D., and Manuel Bornia, M.D. Additional members of the Corporation shall be limited to physicians who have been approved by the Board of Directors, pursuant to the

procedures set forth in the Bylaws, and have entered into a Physician Services Agreement.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o James A. Farrell, Shutts & Bowen, Suite 500, 250 S. Australian Ave., West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is James A. Farrell.

ARTICLE VII

Board of Directors

This Corporation shall have three (3) directors initially who shall serve a term of one year. Thereafter, directors shall be elected in the manner set forth in the Bylaws. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than three (3). The initial directors shall be Howard Katzman, M.D.; Neil Schultz, M.D.; and Manuel Bornia, M.D.

ARTICLE VIII

Officers

The affairs of this Corporation shall be managed by a President, Vice President, Secretary, Treasurer, and such other additional officers as may be provided by the Bylaws, any combination of which titles may be united in one person. The officers shall

serve as set forth in the Bylaws of the Corporation. The initial officers shall be President -Howard Katzman, M.D.; Vice President & Secretary - Neil Schultz, M.D.; and Vice President & Treasurer - Manuel Bornia, M.D.

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

Amendment of Articles

These Articles may be amended at any time by a three-quarters vote [3/4's vote] of the Board of Directors.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: James A. Farrell, Suite 500, 250 S. Australian Ave., West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of January, 2003.

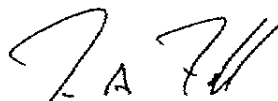


James A. Farrell, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT EAST FLORIDA PHYSICIAN ALLIANCE, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT CITY OF PLANTATION, STATE OF FLORIDA HAS NAMED
JAMES A. FARRELL, LOCATED AT SUITE 500, 250 S. AUSTRALIAN AVE., WEST
PALM BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.



James A. Farrell

Incorporator

(Title)

January 30, 2003
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE
PERFORMANCE OF MY DUTIES.



James A. Farrell, Registered Agent

January 30, 2003
(Date)

STATE OF FLORIDA
COUNTY OF PALM BEACH

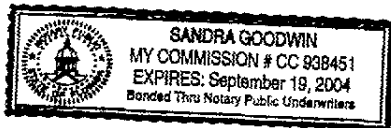
The foregoing instrument was acknowledged before me this 16th day of February, 2003, by James A. Farrell, as Incorporator, of East Florida Physician Alliance, Inc., a corporation, to me well known, and whom did not take an oath.

Sandra Goodwin

Sign Name

Sandra Goodwin

Print Name



(NOTARY SEAL)

Notary Public, State and County
aforesaid

My commission expires: 9/19/2004

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STATE OF FLORIDA
DIVISION OF CORPORATE
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