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PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF INCORPORATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

FLORIDA PROFIT/NON PROFIT CORPORATION

SPACE COAST MEDICAL GROUP MANAGEMENT ASSOCIATION, IN

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

4-24-06
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ARTICLES OF INCORPORATION
OF
SPACE COAST
MEDICAL GROUP MANAGEMENT ASSOCIATION, INC.

The undersigned natural person, being more than eighteen (18) years of age, acting as the Incorporator, does hereby organize and establish a nonprofit corporation under the Florida Non-profit Corporation Act and adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is Space Coast Medical Group Management Association, Inc. ("Association").

ARTICLE II

Term of Existence

The duration of the Association shall be perpetual.

ARTICLE III

Purpose

The Association is organized and formed as a professional association and business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (the "Code") to advance the profession of medical group practice management, the industry of ambulatory health care delivery carried on through various forms of medical group practice, and to cooperate with other allied health organizations to improve health delivery to the general public.

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ARTICLE IV

Powers and Restrictions

A. Powers. In the furtherance of and subject to the purpose set forth in Article III of these Articles of Incorporation, the Association may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under and pursuant to the laws of the State of Florida.

B. Restrictions Upon the Power of Members, Directors, Officers and Others.

1. No part of the net earnings of the Association shall inure to the benefit of any member, Director, or Officer of the Association or any other private individual (except that reasonable payments may be paid for expenses incurred or compensation for services rendered on behalf of the Association affecting one or more of its purposes) and no such member, Director or Officer or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Association or otherwise. Any and all property, both real and personal, which may be owned by the Association at any time, is and shall always be exclusively and irrevocably dedicated to the tax-exempt purposes of the Association. All dues and income received by the Association shall be used for the purposes defined herein.
2. No part of the assets of the Association shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private individuals.

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3. Notwithstanding any other provisions of these Articles, the Association shall not carry on any activities not permitted to be carried on by a corporation exempt pursuant to Section 501(c)(6).
4. Upon dissolution of the Association, the assets of the Association shall be disposed of according to the procedure outlined in the Florida Nonprofit Corporation Act. After the liabilities of the Association have been discharged or provided for, the Association's remaining assets shall be disposed of by a distribution to an organization or organizations then eligible to receive such distributions under the then applicable provisions of the Code by recommendation of the then acting Board of Directors and approval of a majority of the voting members of the Association.

ARTICLE V

Membership

Membership is available in the following categories: Active, Affiliate, Life, Member in Transition and Student as each of these categories is defined from time to time in the bylaws of the Association.

ARTICLE VI

Board of Directors

A. Exercise of Powers. The Association powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, a Board of Directors.

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B. Names and Addresses. The names of the persons who are to serve as the initial Board of Directors of the Association until their successors shall be elected and shall qualify, are as follows:

<u>Name</u>	<u>Address</u>
Brenda Merchberger	930 S. Harbor City Blvd, Melbourne, FL 32901
Gerard Bessette	2200 W. Eau Gallie Blvd, Melbourne, FL 32935
Arlova Allen	1344 Apollo Blvd, Suite 406, Melbourne, FL 32901
Brian Ulery	95 Bulldog Blvd, Melbourne, FL 32901
Robert Adamson	4276 Ventana Blvd, Rockledge, FL 32955
Al O'Connell	200 E. Sheridan, Melbourne, FL 32901

C. Composition of Board. The Board of Directors shall consist of the Officers of the Association.

D. Election of the Board of Directors. The Board of Directors shall be elected as set forth in the Bylaws of the Association.

ARTICLE VII

Indemnification

The Association shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorney's fees) incurred by reason of the fact that such person is or was a Director of the Association. The Association shall also indemnify any person who is serving or has served the Association as Director, Officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any

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bylaw, resolution of the membership or Directors, contract, or otherwise, so long as such provision is legally permissible.

ARTICLE VIII

Amendments

These Articles of Incorporation may be amended as follows: after resolution of the Board of Directors, which resolution sets forth the proposed amendment, and thereafter pursuant to notice to the membership as provided in the Bylaws, the proposed amendment shall be adopted upon receiving two-thirds (2/3) of the votes of which the members present at the annual meeting or special meeting of the members are entitled to cast.

ARTICLE IX

Offices

A. Registered Agent. The street address of the initial registered office of the Association is 215 N. Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent of the Association at such address is James F. Heekin, Jr.

B. Principal Office. The address of the initial principal office of the Association is 930 S Harbor City Blvd, Melbourne, FL 32901. The address of each of the Officers of the Association will change from time to time.


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ARTICLE X

Incorporator

The name and address of the Incorporator of the Association is Brenda Merchberger, 930 S. Harbor City Blvd, Melbourne, FL 32901.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator designated in Article X of these Articles of Incorporation, have executed the Articles of Incorporation as of this 13th day of April, 2006


Brenda Merchberger

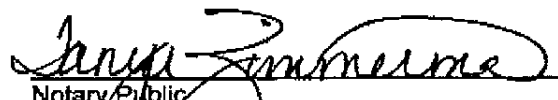
STATE OF Florida
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 18 day of April 2006 by Brenda K. Merchberger

My commission expires:



Tanya Zimmerman
My Commission DC286679
Expires November 08, 2007


Notary Public

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated nonprofit corporation at the place designated in these Articles, 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 as provided for in Chapter 617, Florida Statutes.


James F. Heekin, Jr.

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