

N960000000060

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Common Entity, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 95 JAN - 4 PM 2:24

FILED
 95 JAN - 4 PM 2:24
 DIVISION OF CORPORATIONS

JAN - 4 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	1/4/96		
TIME	11:00		CK No. _____
BY	CD		

WALK-IN
 Will Pick Up _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File	000001578300 -01/04/96-01014-018 ****122.50****122.50	
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kill		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
COMMON ENTITY, INC.**

A Florida Corporation Not-For-Profit

ARTICLES OF INCORPORATION 96 JAN -4 PM 2:24

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida not-for-profit Corporation files these Articles of Incorporation. The undersigned incorporator, being of full age, for the purpose of forming a Corporation not-for-profit, without capital stock, under the provisions of Chapter 617, Florida Statutes, does hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by said law and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation shall be Common Entity, Inc.

ARTICLE II

CORPORATE ADDRESS

The street and mailing address of the initial principal office of the Corporation shall be: de la Parte, Gilbert and Bales, P.A., Post Office Box 2350, Tampa, Florida 33601-2350.

ARTICLE III

CORPORATE PURPOSES

The Corporation is organized for any lawful purpose or purposes as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, and in furtherance of such purposes, the Corporation may:

1. Design models of care to improve outcome to medical patients and payers in their service areas.

1/13/96

2. Study, design and develop methods and guidelines to manage delivery of health care from prevention to diagnosis, treatment, and rehabilitation.
3. Create a synergy between the academic disciplines of research and teaching with the clinical provision of health care in primary, secondary, and tertiary venues, thus enhancing both the academic and community missions of the Members.
4. Provide new services to residents and payers in their service areas.
5. Study and establish appropriate ways and means for the inclusion of both community and academic physicians/physician groups in relationship to the Corporation.
6. Serve as a non-exclusive alternative for facilitating contracts between the Members and health maintenance organizations, other insurance companies, self-insured employers and other health care consumers.
7. Establish and operate health care and related facilities for the purposes of conducting medical research and educational programs and furnishing medical, surgical or ancillary health care services in conjunction with each other Member; and
8. Otherwise operate in accordance with law and Chapter 617,] Florida Statutes.

ARTICLE IV

ELECTION OF DIRECTORS

The method of election of directors shall be as stated in the by-laws of the Corporation.

ARTICLE V

AMENDMENTS TO ARTICLES OF INCORPORATION

1/03/96

The method of amending these Articles shall be as stated in the Bylaws of the Corporation.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The Corporation's registered agent shall be: L. David de la Parte, and he shall accept service of process within the State, to serve in such capacity until a successor is duly designated.

The Corporation's registered office shall be at: 201 N. Franklin Street, Suite 2300, Tampa, Florida, 33601-2350.

ARTICLE VII

INCORPORATOR

The Corporation's incorporator shall be: L. David de la Parte.

The street address of the incorporator is: 201 N. Franklin Street, Suite 2300, Tampa, Florida 33601-2350.

IN WITNESS WHEREOF, the undersigned has subscribed his name under seal this
3rd day of January, 1996.



Incorporator

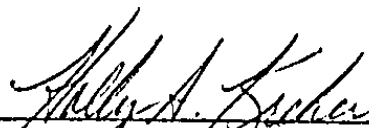
57028.02

1/13/96

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared, L. David de la Parte, to me known to be the person described in and who executed the Articles of Incorporation, and acknowledged before me that he executed the said Articles of Incorporation as a free act and deed for the uses and purposes therein stated.

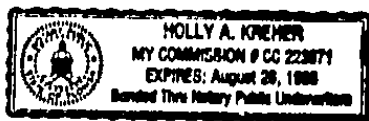
WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of January, 1996.



Notary Public, State of Florida

Print, type, or stamp

name: _____



My Commission Expires:

Serial No., if any _____

FILED
SECRETARY OF STATE 1/03/96
DIVISION OF CORPORATIONS

COMMON ENTITY, INC.
ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

96 JAN -4 PM 2:24

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.



L. DAVID DE LA PARTE

Dated: January 2, 1996

57028.03

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

(904) 222-1222

RE: Common Entity, Inc.

N96000000060

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

C.C. FEE	DISBURSED
Capital Connection	
Corp. Record Search	
Ltd. Partnership File	
Foreign Corp. File	
() Cert. Copy(s)	
Art. of Amend. File	
<input checked="" type="checkbox"/> Dissolution/Withdrawal	
C U B-	
Fictitious Name File	
Name Reservation	
Annual Report/Reinstatement	
Reg. Agent Service	
Document Filing	
Corporate Kit	
Vehicle Search	
Driving Record	
Document Retrieval	
UCC 1 or 3 File	
UCC 11 Search	
UCC 11 Retrieval	
File No.'s, Copies	
Courier Service	
Shipping/Handling	
Phone ()	
Top Priority	
Express Mail Prep.	
FAX () pgs.	

SUBTOTALS _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5/5/97		
TIME	8:30		CK No. _____
BY	LS		

WALK-IN
Will Pick Up _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	515
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
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THANK YOU
from
Your Capital Connection

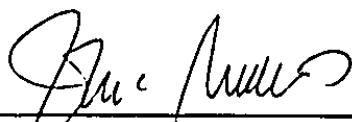
COMMON ENTITY, INC.
ARTICLES OF DISSOLUTION

FILED
97 MAY -5 AM 10:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Common Entity, Inc., a Florida not-for-profit corporation, executes the following articles of dissolution pursuant to section 617.1403, Florida Statutes:

- FIRST:** The name of the corporation is Common Entity, Inc. (the "Corporation").
- SECOND:** The Corporation's articles of incorporation were filed on January 4, 1996.
- THIRD:** The Corporation has no members with voting rights.
- FOURTH:** The Corporation has no unpaid debts.
- FIFTH:** The date of adoption of the resolution by the Board of Directors to dissolve the Corporation was December 16, 1996.
- SIXTH:** The number of directors in office at the time of the vote was five (5) and the vote in favor of the dissolution resolution was five (5), which was sufficient for approval.
- EXECUTED:** Signed this 16th day of March, 1997.

Common Entity, Inc.

By: 
John C. Ruckdeschel, M.D.
President

COMMON ENTITY, INC.

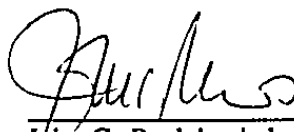
Plan of Distribution of Assets

Pursuant to Section 617.1406, Florida Statutes, the Board of Directors of Common Entity, Inc. (the "Corporation"), a not-for-profit Florida corporation hereby adopts the following plan for the distribution of assets:

1. All liabilities and obligations of the Corporation are to be paid and discharged before the distribution of any Corporation assets;
2. All assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, are to be returned, transferred, or conveyed in accordance with such requirements;
3. All assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of dissolution, are to be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation;
4. All other assets, if any, are to be distributed in accordance with the Articles of Incorporation or Bylaws to the extent that the Articles of Incorporation or the Bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and
5. All remaining assets are to be distributed in equal shares to each of the respective members listed in Article V, section 1 of the Bylaws.

I hereby certify that the above Plan of Distribution of Assets of Common Entity, Inc. has been adopted in compliance with section 617.1406(2), Florida Statutes.

Signed this 16th day of March, 1997.



John C. Ruckdeschel, M.D.
President, Common Entity, Inc.