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SECRET
TALLAHASSEE, FLORIDA



AUTHORITY: ...
REFERENCE: ...
AUTHORIZATION: *Patricia Pzyut*
EFFECT DATE: 9/30/96

DATE: April 17, 1996

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DATE TIME: 12:11 AM

DATE TIME: 12:11 PM

DATE TIME: 12:11 PM

CONTACT: GARY D. FINE, ESQ.

1000 E. ...
TALLAHASSEE, FL 32301

COMMERCIAL FILING

NAME: PARTICIPANT CHOICE DEAL, INC.

EFFECTIVE DATE:

BY: ARTICLE OF INCORPORATION
OR CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE CHECK THE FOLLOWING TYPE OF FILING:

100001788891

ARTICLES OF INCORPORATION
OF
PHYSICIANS CHOICE IPA, INC.
(A Florida not for profit Corporation)

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SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation not for profit under the applicable Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation shall be Physicians Choice IPA, INC.

ARTICLE II

EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of the principal place of business and the mailing address of the Corporation are 5300 W. Atlantic Avenue, Delray Beach, Florida 33484.

ARTICLE IV

PURPOSES

The general nature of the business and other activities to be transacted by the Corporation are the negotiating and performance of contracts among Florida Health Choice, Inc., as payor, the Corporation and its participating providers of medical services, including, without limitation, activities related to the credentialing of such participating providers.

The Corporation shall have the power to do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a not for profit corporation under Florida law.

ARTICLE V

POWERS

The Corporation shall have all powers granted to a not for profit corporation under Florida law.

ARTICLE VI

MEMBERSHIP

The terms and conditions of membership in the Corporation shall be as set forth in the Bylaws of the Corporation from time to time.

ARTICLE VII

DIRECTORS

The management and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. Directors shall be elected as provided in the Bylaws of the Corporation from time to time. The precise number of Directors shall be as provided in the Bylaws of the Corporation from time to time, but shall not be less than three.

The names and addresses of the initial Directors, who shall serve until their successors are duly elected and qualified or until their earlier resignations or removal, are as follows:

Name	Title (if applicable)	Address
Jack Blanco, M.D.	Secretary	951 NW 13th Street Boca Raton, FL 33486
Nicholas R. Breuer, M.D.		1000 NW 9th Court, Suite 102 Boca Raton, FL 33486
Barry Davis, M.D.		951 NW 13th Street Boca Raton, FL 33486
Charles Gelfman, M.D.	Chairman	801 Meadows Road Boca Raton, FL 33486
David B. Hevert, M.D.	President	900 Glades Road, 4th Floor Boca Raton, FL 33431
Vito Proscia, M.D.	Treasurer	1001 NW 13th Street Boca Raton, FL 33486
Andrew Ross, M.D.		1050 NW 15th Street Boca Raton, FL 33486
Jonathan Wideroff, M.D.		1050 NW 15th Street Boca Raton, FL 33486

The terms of the Directors shall be staggered so that the terms of approximately one-third of the initial Directors expire each year. For this purpose, the respective terms of office of two members of the initial Board of Directors shall expire after one year. The respective terms of office of two members of the initial Board of Directors shall expire after two years. Each of the remaining three members of the initial Board of Directors shall hold office for three years. In any case each Director shall hold office

until a successor has been designated and qualified, or until the earlier death, disqualification, resignation or removal of such Director.

ARTICLE VIII

LIMITS ON USE OF EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation shall be amended only by the affirmative vote of the Board of Directors as provided in the Bylaws of the Corporation from time to time.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's initial registered office in the State of Florida is Admiralty Tower - Suite 700, 4400 PGA Boulevard, Palm Beach Gardens, Florida 33410. The name of the initial registered agent at such address is Gary D. Fields.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator signing these Articles is as follows:

Name

Address

Barry Davis M.D.

951 NW 13th St. 2A.
Boca Raton, FL
33486

ARTICLE XII

INDEMNIFICATION

The Corporation may indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XIII

DISSOLUTION

Upon dissolution of the Corporation, or the winding up of its affairs, and after satisfaction of all obligations of the Corporation as required by law, the remaining assets of the Corporation, if any, shall be distributed to such charitable organization as may be designated by the Board of Directors.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of

April, 1996.

INCORPORATOR

Barry Davis M.D.

STATE OF FLORIDA
COUNTY OF PALM BEACH

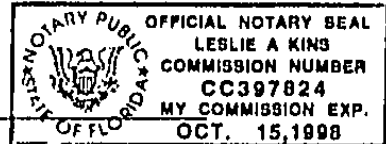
I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared Patty Davis, MD to me known and known to me to be the person described in, or who has produced FL Doc. # 110120-01250-360 as identification, and who signed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at Boca Raton, Florida, this 13th day of April, 1996.

Leslie A. King
Notary Public (Print Name)

Leslie A. King
Notary Public (Print Name)

My Commission expires:

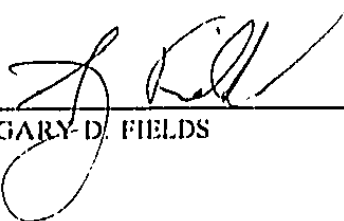


CERTIFICATION OF DESIGNATION

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FILED
96 APR 17 PM 2 29
S.E.
TALLAHASSEE, FLORIDA

Having been named as Registered Agent of Physicians Choice IPA, Inc., I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as Registered Agent and agree to comply with all laws relating to the proper and complete performance of my duties.



GARY D. FIELDS

Date: 4/16, 1996