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May 15, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

05/21/96-11:03:12 AM
****122.50 ****122.50

RE: Primary Medical Care of Pasco, Inc.
a Florida Not-For-Profit Corporation

Dear Sir or Madam:

Enclosed please find original Articles of Incorporation for the above-referenced not for profit corporation. Please file these articles and provide me with the corporate charter number. Also enclosed is a check in the amount of \$122.50, representing the filing fee.

Should you have any questions regarding this matter, please call me.


Very truly yours,


MONICA L. SIERRA

MLS/pm

Enc.

FILED
96 MAY 20 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


5-28-96

ARTICLES OF INCORPORATION

OF

PRIMARY MEDICAL CARE OF PASCO, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED

96 MAY 20 PM 3:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Not-For-Profit Corporation under the Laws of the State of Florida.

ARTICLE I. NAME. The name of the Corporation shall be:
PRIMARY MEDICAL CARE OF PASCO, INC.

ARTICLE II. DURATION. The duration of the Corporation is perpetual.

ARTICLE III. PURPOSES. The purposes of the Corporation is as follows:

A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person and is exclusively organized for the charitable purposes permitted by Internal Revenue Code Sec. 501(c)(3). The specific purposes of this Corporation are:

1. To provide on a non-discriminatory basis medical care to financially needy, underprivileged or disadvantaged individuals.

2. To promote the health of financially underprivileged or disadvantaged individuals by permitting such individuals access to medical care that would otherwise be inaccessible to the individuals.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purpose. The Corporation may not carry on propaganda or influence legislation as a major portion of its business.

D. Notwithstanding any of the provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV. MEMBERS. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting

Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Rina P. Ayala, M.D.	13438 Ft. King Road Dade City, FL 33525
Rose Fernandez	13438 Ft. King Road Dade City, FL 33525
Michael Sierra	100 S. Ashley Drive, Suite 1250 Tamp ^r , FL 33602

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE. The initial registered agent is Michael Sierra and the initial registered office is 100 S. Ashley Drive., Suite 1250, Tampa, Florida 33602.

ARTICLE VI. INITIAL BOARD OF DIRECTORS. The initial Board of Directors shall have three members whose names and addresses are:

<u>Name</u>	<u>Address</u>
Rina P. Ayala, M.D.	13438 Ft. King Road Dade City, FL 33525
Rose Fernandez	13438 Ft. King Road Dade City, FL 33525
Michael Sierra	100 S. Ashley Drive, Suite 1250 Tampa, FL 33602

The number of directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

ARTICLE VII. OFFICERS. The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Rina P. Ayala, M.D.	13438 Ft. King Road Dade City, FL 33525
Vice Pres.	Rose Fernandez	13438 Ft. King Road Dade City, FL 33525
Secretary	Michael Sierra	100 S. Ashley Drive Suite 1250 Tampa, FL 33602

ARTICLE VIII. INCORPORATORS. The names and address of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Rina P. Ayala, M.D.	13438 Ft. King Road Dade City, FL 33525
Rose Fernandez	13438 Ft. King Road Dade City, FL 33525
Michael Sierra	100 S. Ashley Drive, Suite 1250 Tampa, FL 33602

ARTICLE IX. NONSTOCK BASIS. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

ARTICLE X. CORPORATE ADDRESS. The street address of the Corporation's initial principal office is 13438 Ft. King Road, Dade City, FL 33525.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals to these Articles of Incorporation on this 13th day of May, 1996.

Rina P. Ayala, M.D. (SEAL)

Rose Fernandez (SEAL)

Michael Sierra (SEAL)

STATE OF FLORIDA
COUNTY OF Pasco

The foregoing instrument was subscribed to before me on this 13th day of May, 1996, by Rina P. Ayala, M.D., and Rose Fernandez, who is personally known to me or who produced as identification.

COMMISSION NO. CC352278

Martha D. Talbert
NOTARY PUBLIC

My commission expires: 3/2/98

(Name of Notary typed, printed or stamped)



MARTHA D TALBERT
My Commission CC352278
Expires Mar. 02, 1998
Bonded by ANB
800-852-5878

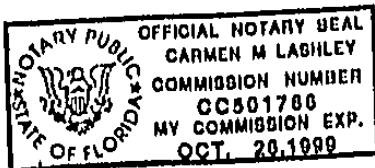
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this
15th day of May, 1996, by MICHAEL SIERRA, who is personally
known to me or who produced _____ as identification.

COMMISSION NO. CC 501786

Carmen M. Lashley
NOTARY PUBLIC

My commission expires: 10/26/99



CARMEN M. LASHLEY
(Name of Notary typed, printed
or stamped)

I, MICHAEL SIERRA, hereby am familiar with the obligations,
and accept, the duties and responsibilities as Registered Agent for
PRIMARY MEDICARE CARE OF PASCO, INC., a Florida not-for-profit
corporation.

Michael Sierra
MICHAEL SIERRA, Registered Agent

FILED
96 MAY 20 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA