

1201 HAYS STREET
TALLAHASSEE, FL 32301-0000
000-342-0006
N96000004902



PROFESSIONAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 022415 4331651

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyzdek

ORDER DATE : July 17, 1996

ORDER TIME : 10:31 AM

ORDER NO. : 022415

600001898156

CUSTOMER NO: 4331651

CUSTOMER: Paul L. Uhrig, Esq
GREEN, STEWART & FARBER

2600 Virginia Ave., N.W.
Suite #1111
Washington, DC 20037

DOMESTIC FILING

NAME: MERCY PHYSICIAN ORGANIZATION,
INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

562-672
W96-15098
167-502-672
W96-19577
~~502~~

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 20 PM 3:40

9/20/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

RECEIVED

96 SEP 20 AM 8:20

DIVISION OF CORPORATIONS

September 17, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MERCY PHYSICIAN ORGANIZATION, INC.
Ref. Number: W96000019577

RESUBMIT

Please give original
submission date as file date.

We have received your document for MERCY PHYSICIAN ORGANIZATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 496A00043098

*Resubmit
Name should
be changed*

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DIVISION OF STATE
CORPORATIONS
96 SEP 20 PM 5:40



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

FILED
DEPT. OF STATE
DIVISION OF CORPORATIONS
96 SEP 20 PM 3:40

July 19, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: MERCY PHYSICIAN ORGANIZATION, INC.
Ref. Number: W96000015098

We have received your document for MERCY PHYSICIAN ORGANIZATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file

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If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 396A00035013

**ARTICLES OF INCORPORATION
OF
MERCY PHYSICIAN ORGANIZATION, INC.
A Florida Not-For-Profit Corporation**

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DIVISION OF CORPORATIONS
96 SEP 20 PM 3:40

I, the undersigned natural person of the age of eighteen (18) years or more acting as incorporator of a corporation under the Florida Not-For-Profit Corporation Act (Florida Statutes Chapter 617, Part I), adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the not-for-profit corporation is Mercy Physician Organization, Inc. (the "Corporation").

SECOND: The address of the principal office of the Corporation and the Corporation's mailing address is 3663 South Miami Avenue, Miami, Florida 33133.

THIRD: The purpose of the Corporation is to engage in the following activities:

- A. To engage in any lawful act or activity for which corporations may be organized under the Florida Not-For-Profit Corporation Act.
- B. To implement a program to market the services of its members as participating physicians to third-party payers, either directly or through an intermediary, to provide administrative services and do all that is required to accomplish such purpose as permitted by law.

FOURTH: The method of election of the members of the Corporation's Board of Directors is stated in the Bylaws.

FIFTH: The initial directors of the Corporation, and their addresses, are as follows:

Cristobal E. Viera, M.D.
Mercy Professional Building
3661 S. Miami Avenue, Suite 202
Miami, Florida 33133

Julio C. Pita, M.D.
Mercy Outpatient Center
3659 S. Miami Avenue, Suite 6008
Miami, Florida 33133

Jose J. Noy, M.D.
Mercy Professional Building
3661 S. Miami Avenue, Suite 306
Miami, Florida 33133

Raul I. Tano, M.D.
Mercy Medical Clinic
Mercy Professional Building
3661 S. Miami Avenue, Suite 510
Miami, Florida 33133

Jose S. Dnangoltin, M.D.
Mercy Professional Building
3661 S. Miami Avenue, Suite 705
Miami, Florida 33133

Gabriel A. Costa, M.D.
Mercy Outpatient Center
3659 S. Miami Avenue, Suite 4001
Miami, Florida 33133

In addition to the voting directors, there also shall be a non-voting, *ex officio* director, who shall be the Medical Director of Mercy Medical Development, Inc., or any successor to such position, whatever called or however titled. Such non-voting, *ex officio* director shall be entitled to notice of all Board meetings and shall be entitled to attend and participate in all Board meetings, but such director shall not be entitled to vote and shall not be counted for purposes of counting, determining, or establishing a quorum.

SIXTH: The address of the Corporation's initial registered office is 1201 Hays Street, Tallahassee, Florida 32301. The Corporation's initial registered agent is Corporation Service Company.

SEVENTH: The following individual is the Incorporator of the Corporation:

Name

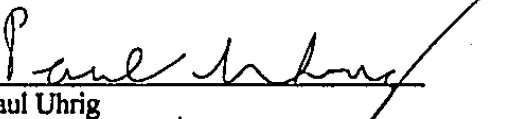
Address

Paul L. Uhrig

Green, Stewart & Farber, P.C.
2600 Virginia Avenue, N.W.
Suite 1111
Washington, D.C. 20037-1905

EIGHTH: A director or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except that this provision shall not relieve a director or officer from liability for any breach of duty based upon an act or omission in breach of such director's or officer's duty of loyalty to the Corporation. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by law.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 17th day of July, 1996, acknowledge the same to be my act, state that to the best of my knowledge, information and belief these matters and facts are true in all material respects, and state that the statements are made under penalty for perjury.


Paul Uhrig
Incorporator

**ACCEPTANCE OF APPOINTMENT
OF REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 SEP 20 PM 3:40

In accordance with the requirements of Section 617.0202(f) of the Florida Not-For-Profit Corporations Act, the undersigned hereby acknowledges and accepts the appointment as registered agent for service of process in Florida for Mercy Physician Organization, Inc. which shall become effective upon the filing of said corporation's Articles of Incorporation with the Florida Department of State. Further the undersigned is familiar with and accepts the obligations of such position.

Registered Agent

CORPORATION SERVICE COMPANY

By: AGENT

Name: Laura R. Dunlap
LAURA R. DUNLAP

Date: JULY 18, 1996