

BURGESS, HARRELL, MANCUSO & OLSON, P.A.

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December 6, 1996

96000006266
OVERNIGHT MAIL
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

TELEPHONE BOOKS
1-800-955-1234

Re: Filing of Articles of Incorporation
FLORIDA SOUTHWEST PHYSICIANS NETWORK, INC.
(A Florida Not For Profit Corporation)

Dear Sir or Madame:

Enclosed please find the original of the Articles of Incorporation for the above-referenced corporation, and a check in the total amount of the following:

Articles Filing Fee	\$35.00
Agent Designation Filing Fee	<u>35.00</u>
	\$70.00

12-11-96

Please file the original and return evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Yours truly,

Donald J. Harrell
Donald J. Harrell
For the Firm

Encs.
cc: client (w/o/encs.)

96 DEC -9 AM 11:33
FBI

12/10
1776 Ringling Boulevard • Sarasota, Florida 34236
Tel. 941-566-5700 Fax. 941-566-0189

ARTICLES OF INCORPORATION
OF
FLORIDA SOUTHWEST PHYSICIANS NETWORK, INC.
(A Florida Not For Profit Corporation)

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation not for profit under the Florida Not For Profit Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be FLORIDA SOUTHWEST PHYSICIANS NETWORK, INC.

Section 1.2 Principal Office and Mailing Address. The corporation's principal address, if known, shall be 1776 RINGLING BLVD., SARASOTA, FLORIDA 34236 and the mailing address of the corporation shall be 1776 RINGLING BLVD., SARASOTA, FLORIDA 34236. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the board of directors may from time to time determine.

Section 1.3 Initial Registered Agent and Office; Statement of Acceptance. The initial registered agent for the corporation to accept service of process within the State of Florida shall be DONALD J. HARRELL. The initial registered office street address of the registered agent shall be 1776 RINGLING BLVD., SARASOTA, FLORIDA 34236. The initial registered agent hereby states that the registered agent is familiar with, and accepts, the obligations of this position.

ARTICLE II
COMMENCEMENT AND DURATION

Section 2.1 Commencement of Existence. The corporation's existence shall commence at 12:01 A.M. on the date of the subscription and acknowledgment hereof, which date shall be within five (5) business days prior to the filing hereof by the Department of State.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III
PURPOSE AND POWERS

Section 3.1 Purpose. The purpose for which the corporation is initially organized shall be to establish an independent physicians professional association, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Not For Profit Corporation Act.

96 DEC -9 AM 11:41
EFFECTIVE DATE
12-6-96

ARTICLE IV
MEMBERSHIP

Section 4.1 Membership. The corporation shall have one or more classes of members. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the bylaws.

Section 4.2 Voting. Voting on all matters shall be as specified in the bylaws. Voting on all matters shall be on a plurality basis, and the members of the corporation shall not be entitled to vote cumulatively in elections for the board of directors.

ARTICLE V
GENERAL

Section 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by majority vote of both the board of directors and members, or by majority vote of the board of directors if there are no members at such time.


Section 5.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each person called.

Section 5.3 Manner of Director Election or Appointment. The method of election or appointment of directors shall be stated in the bylaws.

Section 5.4 Incorporators. The name and address of the incorporator executing this instrument is as follows: DONALD J. HARRELL - 1776 RINGLING BLVD., SARASOTA, FLORIDA 34236.

IN WITNESS WHEREOF, the undersigned executed this instrument this 6th day of December, 1996

SIGNATOR:


DONALD J. HARRELL
Incorporator & Registered Agent

FILED
96 DEC -9 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA