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CRYSTAL H. RINER
ADMINISTRATOR

November 4, 1998

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****122.50 *****78.75

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

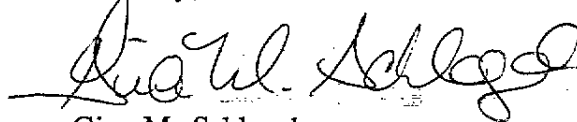
Re: THE FLORIDA PHYSICIANS UNION, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$122.50 to cover the filing fee and certified copy.

Thank you for your courtesy and cooperation in this regard.

Sincerely,



Gina M. Schlegel
Law Clerk

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
THE FLORIDA PHYSICIANS UNION, INC.

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The undersigned, for the purpose of forming a non-profit corporation under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I.
NAME AND ADDRESS

SECTION 1.1. Name. The name of this corporation is **The Florida Physicians Union, Inc.**

SECTION 1.2. Address. The address of this corporation is 11265 Alumni Way, Suite 201, Jacksonville, Florida 32246.

ARTICLE II.
DURATION

SECTION 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III.
PURPOSES

SECTION 3.1. Purposes. The specific purpose for which the corporation is organized is as follows:

To better the conditions of physicians, to assist the physicians in improving the quality of care provided to their patients, and to develop a higher degree of efficiency in their respective practices;

To promote the organization of physicians: in order to promote the welfare of patients throughout Florida; to insure and promote the highest quality of healthcare for their patients and to protect against the involvement of third party payors and employers in the treatment process;

To promote the welfare of the membership and to provide a voice in the determination of the terms and conditions of physician contracts with third party payors of all types, as well as with employers so as to fight to preserve and enhance the physicians' right to make treatment decisions for their patients, unencumbered by demand or restrictions of third party payors or physicians' employers;

As Union members, physicians, and as citizens, we shall also employ available legislative, political, and judicial action to accomplish these purposes; and

To provide research and educational services and activities designed to assist patients and physicians.

This corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

SECTION 3.2. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any of its members, trustees, officers, or other private persons, except that the corporation is specifically authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

ARTICLE IV. CAPITAL STOCK

SECTION 4.1. Membership. This corporation shall have no corporate stock and shall be composed of members rather than shareholders. All members must be members of the Florida Physicians Association.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

SECTION 5.1. Name and Address. The street address of the initial registered office of this corporation is **Weidner & Winicki, 11265 Alumni Way, Suite 201, Jacksonville Florida 32246**, the initial registered agent of this corporation at that address is **Donald W. Weidner, Esquire.**

ARTICLE VI. DIRECTORS

SECTION 6.2. Number. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than three (3). The manner of selection of directors shall be as provided in the bylaws.

SECTION 6.3. Compensation. The Board of Directors is specifically authorized to make provision for reasonable compensation to the directors for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this corporation may also serve the corporation in any other capacity and receive reasonable compensation therefor.

SECTION 6.3. Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII. BYLAWS

SECTION 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the constitutional convention. Any, alteration, amendment or repeal from time to time shall be in accordance with the bylaws.

ARTICLE VIII. INCORPORATOR

SECTION 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

Donald W. Weidner, Esquire
11265 Alumni Way, Suite 201
Jacksonville, Florida 32246.

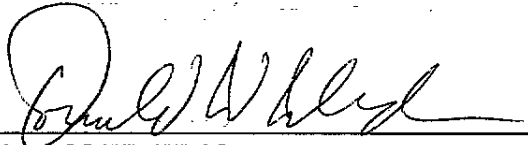
ARTICLE IX. AMENDMENT

SECTION 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation at any regular or special meeting of the Executive Board by the affirmative vote of not less than three-fourths (3/4) of the Board and shall also require the approval of three-fourths (3/4) of the Board of Directors of The Florida Physicians Association.

**ARTICLE X.
DISSOLUTION**

SECTION 10.1. Dissolution. The corporation may be dissolved at any time at any regular or special meeting of the Executive Board by the affirmative vote of not less than three-fourths (3/4) of the board and shall also require the approval of three-fourths (3/4) of the Board of Directors of The Florida Physicians Association.

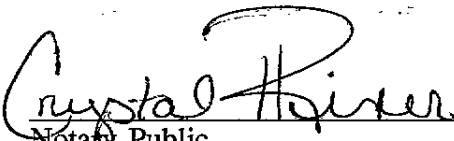
IN WITNESS WHEREOF, the incorporator has executed these Articles this 29th day of October, 1998.



Donald W. Weidner, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me by Donald W. Weidner this 29th day of October, 1998.



Notary Public
My Commission Expires:




CRYSTAL H. RINER
My Commission CC499934
Expires Oct. 08, 1999

**Certificate Designating or Changing Place
of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon
Whom Process May Be Served**

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

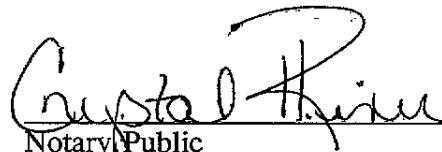
That **The Florida Physicians Union, Inc.**, a Florida non-profit corporation, with its principal office as indicated in the Articles of Incorporation has named **Donald W. Weidner, Esquire** at **Weidner & Winicki, 11265 Alumni Way, Suite 201, Jacksonville, Florida 32246** as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.

By: 

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

29th **SWORN TO AND SUBSCRIBED** before me by **Donald W. Weidner, Esquire**, this
day of October, 1998.

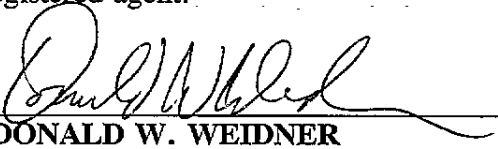

Notary Public
My commission expires _____



CRYSTAL H RINER
My Commission CC499934
Expires Oct. 08, 1999

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DONALD W. WEIDNER

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