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TRANSMITTAL LETTER

December 29, 1999

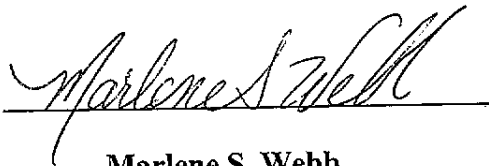
**EFFECTIVE DATE**  
01-01-00

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

000003086610--7  
-01/03/00--01137--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: New Medical Management, Inc.

I enclose an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75 (\$35 Filing fee, \$35 for designating a registered agent, and \$8.75 for a certified, file stamped copy of the Articles).



Marlene S. Webb  
2740 Austin Rose Lane  
Orange Park, Florida 32073  
(904) 276-3189

FILED  
00 JAN -3 AM 6:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch JAN 10 2000

FILED

00 JAN -3 AM 6:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**NEW MEDICAL MANAGEMENT, INC.**

**EFFECTIVE DATE**

07-01-00

I, the undersigned, *Marlene S. Webb, 2740 Austin Rose Lane, Orange Park, Florida 32073*, of the age of eighteen (18) years or older, acting as incorporator for the purpose of organizing a corporation for profit, pursuant to the *Florida* Business Corporation Act and the general corporation laws of the State of *Florida* do hereby adopt the following Articles of Incorporation.

**ARTICLE I.**

**NAME**

The name of this Corporation (hereafter called Corporation) is *New Medical Management, Inc.*

**ARTICLE II.**

**DURATION**

The period of its duration is perpetual, and shall remain in existence until terminated.

**ARTICLE III.**

**PURPOSE OR PURPOSES**

A. The purpose of this Corporation shall be for any activity within the purposes for which corporations may be organized as a Business Corporation under the general corporation laws of the State of *Florida*. The Corporation may engage in any business, from time to time authorized or approved by the Board of Directors of this corporation or to carry on any other trade or business which can, in the opinion of the Board of Directors of the company, be advantageously carried on in connection with or auxiliary to those described in herein.

B. To enter into any lawful arrangements for sharing profits and or losses in any transaction or transactions, and to promote and organize other corporations;

C. To have and to exercise all rights and powers that are now or may hereafter be granted to a corporation by law.

The foregoing shall be construed as objects, purposes, and powers and the enumeration thereof shall not be held to limit or restrict in any manner the powers now or

hereafter conferred on this Corporation by the general corporation laws of the State of *Florida*.

D. To have, in furtherance of the corporate purposes, all of the powers conferred upon corporations organized under the *Florida* Business Corporation Supplement subject to any limitations thereof contained in these Articles of Incorporation or the laws of the State of *Florida*.

#### ARTICLE IV. REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office is, *2740 Austin Rose Lane, Orange Park, Florida 32073*, and the name of the corporation's initial registered agent at such address is *Marlene S. Webb*.

#### ARTICLE V. SHARES

This Corporation is authorized to issue only one class of shares of stock; which shall be designated as "**Common Shares**" and the total number of shares which this corporation is authorized to issue is one thousand (1,000), each without par value. All shares shall have the same rights, preferences, limitations and restrictions. Each holder of common shares shall be entitled to one (1) vote for each share owned of record on the books of the Corporation on each matter submitted to a vote of the holders of common shares.

#### ARTICLE VI. DIRECTORS

A. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and qualified is:

Name	Address
<i>Marlene S. Webb</i>	<i>2740 Austin Rose Lane Orange Park, Florida 32073</i>

B. The number of directors of the Corporation set forth in clause (A) of this **Article** shall constitute the authorized number of directors until changed by an amendment of a bylaw duly adopted by the vote or written consent of the holders of two-thirds (2/3) of the then outstanding shares of stock of the Corporation.

**ARTICLE VII.  
INCORPORATORS**

The name and address of the incorporator is: *Marlene S. Webb  
2740 Austin Rose Lane  
Orange Park, Florida 32073*

**ARTICLE VIII.  
QUORUM AND VOTING**

Three-fourths (3/4) of all shares of the Corporation outstanding shall constitute a quorum for the transaction of business at any shareholders meeting, annual meeting or special meeting.

Each outstanding share, shall be entitled to one (1) vote on each matter submitted to a vote at a shareholders meeting. The affirmative vote of two-thirds (2/3) of the shares voted at a meeting at which a quorum is present shall constitute the act of the shareholders.

**ARTICLE IX.  
LIMITATIONS ON DIRECTOR LIABILITY**


The liability of the director(s) of the Corporation for monetary damages, shall be eliminated to the fullest extent permissible under *Florida* law. Pursuant to Section 607.0831 of the Florida Statutes.

**ARTICLE X.  
EFFECTIVE DATE**

Pursuant to Section 607.0123 of the Florida Statutes, the effective date of this document shall be January 1, 2000.

**THE UNDERSIGNED HAS EXECUTED these Articles of Incorporation**

this 29th day of December 19 99.

  
\_\_\_\_\_  
Marlene S. Webb, Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

The name of the corporations is: **New Medical Management, Inc.**

1. The name and address of the registered agent and office is:

**Marlene S. Webb  
2740 Austin Rose Lane  
Orange Park, FL 32073**

Signature: Marlene S Webb

Title: Incorporator

Date: 12-29-99

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.

Signature: Marlene S Webb

Date: 12-29-99