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660 E. Jefferson St.			
Address			
Tollohoone El 22201	950 222 2795		
Tallahassee, FL 32301	850-222-2785 Phone #		
City/St/Zip	rnone #		
CORRORATION MARKET		(O) (!£ []-	2 g
CORPORATION NAME	S) & DOCUMENT NUMBER	(5), (if known):	
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Limited Liability	Change of Registered Agent		
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Other	Merger		
OTHER FILINGS	REGISTRATION/QUALIFICATION	INI I	
Annual Report	Foreign		
Fictitious Name	Limited Partnership		0031854829
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ARTICLES OF INCORPORATION OF PANZER-YONGUE & ASSOCIATES, INC.

ARTICLE I Name

The name of this Corporation is PANZER-YONGUE & ASSOCIATES, INC.

ARTICLE II Principal Office

The principal office of this corporation shall be 9153 Woodjack Court, Jacksonville, Florida 32256.

ARTICLE III Duration

This corporation shall have perpetual existence.

ARTICLE IV Purposes and Powers

The nature and purposes of the business to be carried on by PANZER-YONGUE & ASSOCIATES, INC. are to engage in health care market management and in any activity or business permitted under the laws of the United States and of the State of Florida.

The corporation shall have all powers of a general corporation for profit under Chapter 607, Florida Statutes, or any amendment thereto.

ARTICLE V Capital Stock

The maximum number of shares of capital stock which this corporation is authorized to issue or to have outstanding at any one time is 1,000,000 shares of common capital stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 9153 Woodjack Court, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at this address is Karen Panzer.

ARTICLE VII Exercise of Corporate Power

All corporate powers, including setting officers' salaries, shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by the Board of Directors as provided in the By-Laws. The initial Board of Directors shall consist of two (2) Directors and the initial Directors will be:

Karen C. Panzer

9153 Woodjack Court

Jacksonville, FL 32256

Karen Yongue

14520 Braddock Road Jacksonville, FL 32218

ARTICLE VIII Incorporator

The name and address of the individual signing these Articles are:

Karen Yongue

14520 Braddock Road Jacksonville, FL 32218

ARTICLE IX By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the extent permitted by law.

ARTICLE XI Amendment

These Articles of Incorporation may be amended in the manner provided by law, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII Restriction on Transfer of Shares

No shareholder shall transfer or encumber his shares during his lifetime to any person not a shareholder in the corporation unless the transferring shareholder first obtains in writing the unanimous consent of the remaining shareholders.

ARTICLE XIII Effective Date

These Articles of Incorporation shall become effective on the date they are accepted and filed by the Secretary of State.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this at a day of March, 2000.

(AREN YONGUE)
Incorporator

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE March 21, 2000

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

PANZER-YONGUE & ASSOCIATES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Jacksonville, County of Duval, State of Florida, has named Karen C. Panzer, located at 9153 Woodjack Court, County of Duval, State of Florida 32256, as its Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated above, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes.

(AREN C. PANZER

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