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May 24, 2000

PO0000057054

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Physicians Network of Florida, Inc.

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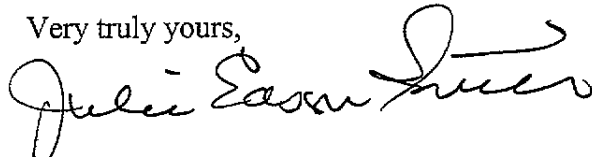
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-named Corporation. Also, enclosed is my check in the amount of \$78.75. Please return a certified copy to me in the envelope provided. Thank you.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



JULIE EASON SMITH, P.A.

JES/bjl
Enclosures

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FILED
00 JUN 13 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-14247

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 6, 2000

JULIE EASON SMITH, P.A.
2060 WINTER SPRINGS BLVD.
OVIEDO, FL 32765

SUBJECT: PHYSICIANS NETWORK OF FLORIDA, INC.
Ref. Number: W00000014247

We have received your document for PHYSICIANS NETWORK OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 300A00031726

ARTICLES OF INCORPORATION
OF
PHYSICIANS NETWORK USA, INC.

FILED
00 JUN 13 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation is:

PHYSICIANS NETWORK USA, INC.

ARTICLE II

PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation shall be:

1717 Knotting Hill Drive
Orlando, Florida 32835

ARTICLE III

SHARES: The number of shares of stock that this corporation is authorized to have outstanding at any one time is Three Hundred (300) shares.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and address of the initial registered agent is:

MUHAMMAD A. KHAN, M.D.
1717 Knotting Hill Drive
Orlando, Florida 32835

ARTICLE V

INCORPORATORS: The names and street addresses of the incorporators to these Articles
of Incorporation are:

MUHAMMAD A. KHAN, M.D.
1717 Knotting Hill Drive
Orlando, Florida 32835

SANJAY MUTTREJA, M.D.
1717 Knotting Hill Drive
Orlando, Florida 32835

RAJEEV SOOD, M.D.
1717 Knotting Hill Drive
Orlando, Florida 32835

The undersigned incorporators have executed these Articles of Incorporation this 24th day of May, 2000.



MUHAMMAD A. KHAN, M.D.



SANJAY MUTTREJA, M.D.



RAJEEV SOOD, M.D.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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.

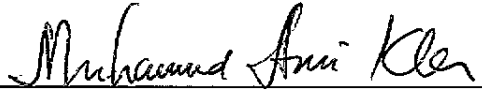
1. The name of the corporation is:

PHYSICIANS NETWORK USA, INC.

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

**MUHAMMAD A. KHAN, M.D.
1717 Knotting Hill Drive
Orlando, Florida 32835**

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.


MUHAMMAD A. KHAN, M.D.

Date: May 24, 2000

FILED
00 JUN 13 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA