

PO0000072224



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 780088 4814048

AUTHORIZATION :

COST LIMIT : \$ 70.00

00 JUL 28 PM 2:01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Patricia Pizit

Patricia Pizit

ORDER DATE : July 28, 2000

ORDER TIME : 11:32 AM

ORDER NO. : 780088-005

9000003339119--5

CUSTOMER NO: 4814048

CUSTOMER: Ms. Sandra Blanton
Waller Lansden Dortch & Davis

Suite 2100
511 Union Street
Nashville, TN 372191760

DOMESTIC FILING

NAME: PHYSICIANS CARENET OF
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL 28 PM 12:23

RECEIVED

g 7/28/00

**ARTICLES OF INCORPORATION
OF
PHYSICIANS CARENET OF FLORIDA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I: The name of the corporation shall be: Physicians CareNet Of Florida, Inc. (the "Corporation").

ARTICLE II: The principal place of business address is: 845 North Garland Avenue, Suite 200, Orlando, Florida 32801. The mailing address is: 30 Burton Hills Boulevard, Suite 400, Nashville, Tennessee 37215.

ARTICLE III: The number of shares of stock the corporation is authorized to issue: 1,000.

ARTICLE IV: The names and addresses of the initial directors are:

Jeff Gasser 845 North Garland Avenue, Suite 200, Orlando, Florida 32801

Bill Higgins 845 North Garland Avenue, Suite 200, Orlando, Florida 32801

Sabin Bass 845 North Garland Avenue, Suite 200, Orlando, Florida 32801

ARTICLE V: The name and address of the initial registered agent is: Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VI: The name and address of the Incorporator is: Jefferson H. Ockerman, 30 Burton Hills Boulevard, Suite 400, Nashville, Tennessee 37215.

ARTICLE VII: (a) A director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy unless the director breached or failed to perform his or her duties as a director and such breach or failure violated Section 607.0831 of the Florida General Corporation Act (the "Act").

(b) If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of the foregoing by the shareholders shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

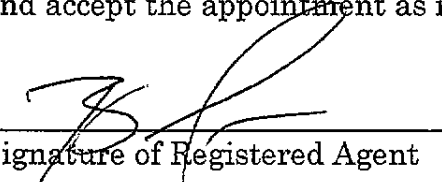
ARTICLE VIII: The Corporation shall indemnify, in the manner and to the full extent permitted by law, any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding. The Corporation shall indemnify, in the manner and to the full extent permitted by law, any person, who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation.



Signature of Incorporator

July 26, 2000
Date

Having been named registered agent to accept service of process for the above-referenced corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature of Registered Agent
BRIAN COURTNEY, ASST. V.P.

7/28/2000
Date

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