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EARL DRAYTON FARR, JR.
GARY A. KAHLE**
OF COUNSEL

November 21, 0000

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

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

RE: Primary Care Associates of S.W. Florida, P.A.

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-captioned contemplated corporation. Enclosed also is our check in the amount of $78.75 to cover the filing fees and a certified copy of the enclosed Articles.

If you find the foregoing to be in order, we would appreciate your returning the certified copy of the Articles to Gary A. Kahle, Farr, Farr, Emerich, Sifrit, Hackett & Carr, P.A., P.O. Box 2159, Port Charlotte, Florida 33949, at your earliest convenience. Should you have any questions, please feel free to call us at (941) 625-6171.

Very truly yours,

Gary A. Kahle
For the Firm

FILED
00 NOV 27 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GAK:pf
Enclosures

11-29

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRIMARY CARE ASSOCIATES OF S.W. FLORIDA, P.A.

The undersigned incorporator, for the purpose of forming a professional services corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be: PRIMARY CARE ASSOCIATES OF S.W. FLORIDA, P.A.

ARTICLE II - PURPOSE

The purposes for which this corporation is formed are:

A. To engage in the practice of medicine as a professional corporation and to operate a medical clinic for the purposes of providing medical care and treatment.

B. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; to own or lease real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of said professional services.

C. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The rendering of medical services by this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE III - CAPITAL STOCK

A. The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares. Such shares shall be of a single class of common stock and shall have a par value of .10 cents per share.

B. Each shareholder must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

C. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IV - DURATION

This corporation shall have perpetual existence commencing upon the date of the filing of these Articles.

ARTICLE V - INITIAL PRINCIPAL OFFICE AND AGENT

The street address, the mailing address, and the initial principal office of this corporation is 2400 Harbor Boulevard, Suite 10, Port Charlotte, Florida 33952, and the name of the initial registered agent of this corporation at that address is TANWEER AHMED MEMON.

ARTICLE VI - BOARD OF DIRECTORS

There shall be a board of directors for this corporation which shall consist of three (3) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation.

ARTICLE VII - INITIAL DIRECTOR

The names and addresses of the initial directors of this corporation are:

ASIF KAMAL	4207 Gingold Street Port Charlotte, Florida 33948
GEORGE C. KOPPUZHA	1006 Arredondo Street North Port, Florida 34286
TANWEER AHMED MENON	2400 Harbor Boulevard, Suite 10 Port Charlotte, Florida 33952

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

TANWEER AHMED MEMON 2400 Harbor Boulevard, Suite 10
Port Charlotte, Florida 33952

ARTICLE IX - TRANSACTION WITH CORPORATIONS

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation or are directors or officers of any other corporation. Any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is interested shall be disclosed or shall have been known to the board of directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm or who is interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any such contract or transaction, with like force and effect, as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the board of directors of this corporation only.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes herein stated at Port Charlotte, Florida, on the 17 day of 2000, 2000.

TANWEER AHMED MEMON

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.

TANWEER AHMED MEMON
Registered Agent

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00 NOV 27 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA