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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

833741/7000C

February 1, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Medical Group Holding Company

P01000011946

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

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*****70.00 *****70.00

| NEW FILINGS | |
|-------------|-------------------|
| X | Profit |
| | Non Profit |
| | Limited Liability |
| | Domestication |
| | Other |

| AMENDMENTS | |
|------------|------------------------------------|
| | Amendment |
| | Resignation of RA Officer/Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| OTHER FILINGS | |
|---------------|------------------|
| | Annual Reports |
| | Fictitious Name |
| | Name Reservation |
| | Reinstatement |

| REGISTRATION/QUALIFICATION | |
|----------------------------|-------------------|
| | Foreign |
| | Limited Liability |
| | Reinstatement |
| | Trademark |
| | Other |

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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 2-1-01

ARTICLES OF INCORPORATION
OF
MEDICAL GROUP HOLDING COMPANY

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is Medical Group Holding Company.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 601 Seventh Street South, St. Petersburg, Florida 33701.

ARTICLE III

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of February 1, 2001.

ARTICLE IV

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Joel D. Bronstein, Esquire, 150 Second Avenue North, Suite 110, St. Petersburg, Florida 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (9) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Mark R. Gordon
601 7th Street South
St. Petersburg, FL 33701

George L. Ettel
601 7th Street South
St. Petersburg, FL 33701

Steven R. Cohen
601 7th Street South
St. Petersburg, FL 33701

Kevin F. Garner
601 7th Street South
St. Petersburg, FL 33701

Ignacio A. Sotolongo
601 7th Street South
St. Petersburg, FL 33701

Hudman A. Hoo, Jr.
601 7th Street South
St. Petersburg, FL 33701

Keith A. Brady
601 7th Street South
St. Petersburg, FL 33701

Gary Osher
601 7th Street South
St. Petersburg, FL 33701

Darrell Bullington
601 7th Street South
St. Petersburg, FL 33701

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Joel D. Bronstein, Esquire, 150 Second Avenue N., Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

BYLAWS

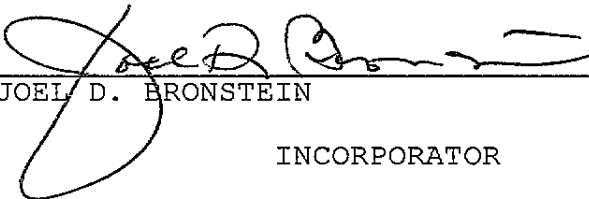
The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 31st day of January, 2001.



JOEL D. BRONSTEIN
INCORPORATOR

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