

PO 1000068389
Stanley, Dehlinger & Rascher
Attorneys at Law

Melbourne Office
Tel: 407-242-1770

Frederic "Ric" Stanley Jr., Esq.
ric@stanlaw.com

Altamonte Springs
Tel: 407-682-6200
Fax: 407-682-3536

260 Maitland Avenue, Suite 1500, Altamonte Springs, FL 32701

June 26, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

800004464688--5
-07/09/01--01083--007
*****70.00 *****70.00

Re: Physician Benefits Group, Inc.

Dear Sir:

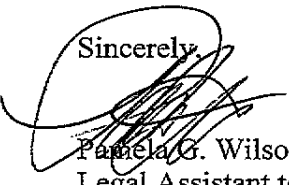
Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation.

Please endorse your approval of the Articles of Incorporation on the duplicate copy and return it to the undersigned.

Also enclosed is a certificate of acceptance as registered agent for service of process within this State.

Additionally, a check is enclosed for the total amount of \$70.00 to cover the filing fee and the fee for designation of registered agent.

Sincerely,


Pamela G. Wilson
Legal Assistant to
Frederic Stanley, Jr.

PGW/pc/enc.

FILED
01 JUL -9 PM 3:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

REGISTER JUL 11 2001

FILED

01 JUL -9 PM 3:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PHYSICIAN BENEFITS GROUP, INC.

ARTICLE I – NAME

The name of this corporation is Physician Benefits Group, Inc.

ARTICLE II – DURATION

This corporation shall exist perpetually, beginning in accordance with law.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1000 shares par value of \$0.01 common stock.

ARTICLE V – INITIAL REGISTERED OFFICE/PRINCIPAL OFFICE
AND AGENT

The street address of the initial principal office of this corporation shall be:

2061 Advana St., N.E.
Palm Bay, FL 32905

The name of the initial registered agent of this corporation at that address shall be:

Frederic Stanley, Jr.
260 Maitland Avenue, Suite 1500
Altamonte Springs, FL 32701

ARTICLE VI – INITIAL BOARD OF DIRECTOS AND OFFICERS

- A. This corporation shall have two director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).
- B. The name and address of the initial director and officer of this corporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICER</u>
James Austin Cundiff	2061 Advana St., N.E. Palm Bay, FL 32905	President
Julie Decker	2061 Advana St., N.E. Palm Bay, FL 32905	Vice President

ARTICLE VII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
James Austin Cundiff	2061 Advana St., N.E. Palm Bay, FL 32905

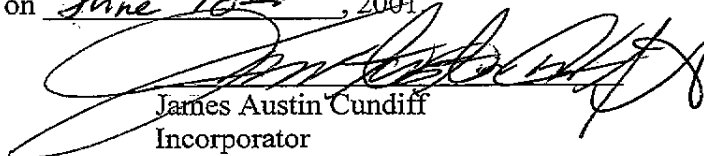
ARTICLE VII – BY LAWS

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

ARTICLE IX – AMENDMENT

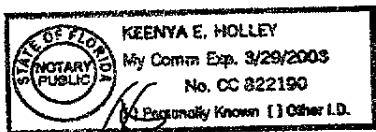
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

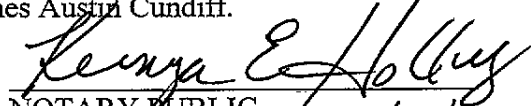
IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation on June 18th, 2001


James Austin Cundiff
Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

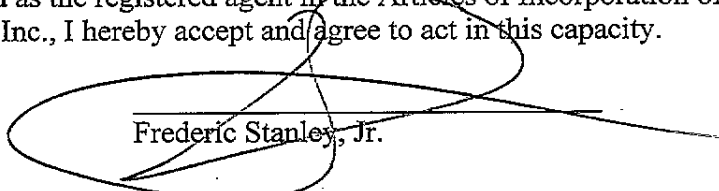
The foregoing Articles of Incorporation were acknowledged, before me, on 15th
June, 2001, by James Austin Cundiff.




NOTARY PUBLIC
My Commission expires: 3/29/03

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of
Physician Benefits Group, Inc., I hereby accept and agree to act in this capacity.


Frederic Stanley, Jr.

FILED
01 JUL -9 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA