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Fax Number : (850)205-0381

From:

Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PALMETTO EMERGENCY PHYSICIANS SERVICES CORP.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
PALMETTO EMERGENCY PHYSICIANS SERVICES CORP.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is PALMETTO EMERGENCY PHYSICIANS SERVICES CORP.

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is 10 Edgewater Drive, #4H. Coral Gables, FL 33133.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

Prepared by: Mitchell F. Green, Bar No. 358789, 4000 Hollywood Boulevard, Suite 485 South Hollywood, FL 33021; phone: (954)966-2112

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, and the name of the initial registered agent of this corporation at that address is Mitchell F. Green.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one (1).

The name and address of the initial director of this corporation are:

Alan Altman
10 Edgewater Drive
Apt. 4H
Coral Gables, FL 33133

ARTICLE X

INCORPORATOR

The name and address of the Incorporator are:

Alan Altman
10 Edgewater Drive
Apt. 4H
Coral Gables, FL 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 7th day of May, 2002.



ALAN ALTMAN
Initial Director/Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST -- That PALMETTO EMERGENCY PHYSICIANS SERVICES CORP., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 10 Edgewater Drive, #4, City of Coral Gables, State of Florida, has named Mitchell F. Green, located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: 

ALAN ALTMAN

TITLE: Incorporator

DATE: 5/7/02

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: MITCHELL F. GREEN
Registered AgentDATE: 5/7/02

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