

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : WARNER FOX SEELEY DUNGEY & SWEET, LLP
Account Number : 076247002541
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PHYSICIANS IMMEDIATE CARE, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
PHYSICIANS IMMEDIATE CARE, INC.**

ARTICLE I

NAME AND ADDRESS

The name of this corporation shall be:

PHYSICIANS IMMEDIATE CARE, INC.

The corporation's mailing address shall be:

804 S.E. Portage Avenue, Port St. Lucie, FL 34984

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

804 S.E. Portage Avenue, Port St. Lucie, FL 34984.

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

Kenneth Palestrant, M.D.

ARTICLE VI

INCORPORATOR

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

Kenneth Palestrant, M.D.

804 S.E. Portage Avenue, Port St. Lucie, FL 34984

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII

COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Florida Statutes, Section 607.0203, this corporation's existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IX

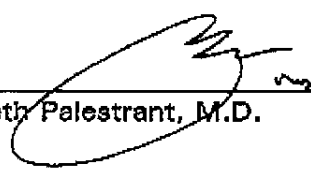
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written

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the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th of November, 2002.


Kenneth Palestrant, M.D.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for PHYSICIANS IMMEDIATE CARE, INC. (the corporation), at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 15th day of November, 2002.


Kenneth Palestrant, M.D.
Registered Agent

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