

PO3000064844

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000212286 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
Account Number : 073707002173
Phone : (954) 966-2112
Fax Number : (954) 981-1605

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 JUN 11 PM 4: 37

FLORIDA PROFIT CORPORATION OR P.A.
PRIMECARE GENERAL PARTNER, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

[Signature]
6/11/03

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FL
JUN 11 PM 14:37

ARTICLES OF INCORPORATION
OF
PRIMECARE GENERAL PARTNER, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is PRIMECARE GENERAL PARTNER, INC.

ARTICLE II
DURATION

The duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by: Robert M. Kramer, Bar No. 181940, 4000 Hollywood Boulevard, Suite 485 South Hollywood, FL 33021, phone: (954)966-2112

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation and the name of its initial registered agent is:

Robert M. Kramer
4000 Hollywood Boulevard
Suite 485 South
Hollywood, FL 33021

**ARTICLE VI
DIRECTORS**

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is three (3). No director may be removed from office during his term except for cause. The name and address of the person to serve as member of the initial board of directors is:

Mark E. Kutner
10095 North Kendall Drive
Suite 102
Miami, FL 33176

Dale J. Matza
10095 North Kendall Drive
Suite 102
Miami, FL 33176

Eric S. Smith
10095 North Kendall Drive
Suite 102
Miami, FL 33176

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is:

Robert M. Kramer
4000 Hollywood Boulevard
Suite 485 South
Hollywood, FL 33021

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or

((H03000212286 6))

arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

ARTICLE IX
PRINCIPAL OFFICE

The initial mailing and street address of the principal office of the Corporation is:

c/o Mark E. Kutner
10095 North Kendall Drive
Suite 102
Miami, FL 33176

ARTICLE X
TRANSFER OF SHARES

No Shareholder may transfer or assign his shares in the Corporation except with the written consent of the Corporation and all the Shareholders entitled to vote. All of the Shareholders and the Corporation may enter into an agreement relating to the transfer of shares. The Corporation shall have the option, but not the obligation, to purchase the shares of a Shareholder whose shares have been involuntarily assigned for the "net book value" of such shares for Federal tax purposes on the date of such involuntary assignment. No assignee shall have the right to vote his assigned shares unless such assignment has been approved by all of the Shareholders and the Corporation.

ARTICLE XI
DISTRIBUTION

No distribution to a Shareholder shall be permitted unless consented to by the Board of Directors and all Shareholders entitled to vote.

((H03000212286 6))

((H03000212286 6))

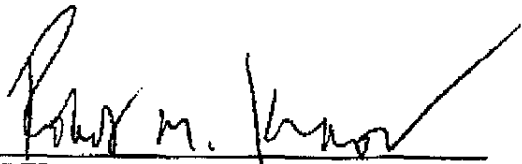
ARTICLE XII
REORGANIZATION, LIQUIDATION, SALE OF ASSETS, ETC.

No reorganization, liquidation, dissolution, sale of substantially of all assets, etc. shall be permitted unless approved by the Board of Directors and all Shareholders entitled to vote.

ARTICLE XIII
AMENDMENT

The Articles of Incorporation and the Bylaws shall not be subject to amendment except with the consent of all the Shareholders entitled to vote and the Board of Directors.

Executed by the undersigned on the 11th day of June, 2003

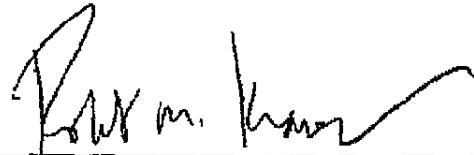

ROBERT M. KRAMER, INCORPORATOR

((H03000212286 6))

((H03000212286 6))

ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



ROBERT M. KRAMER, REGISTERED AGENT

K:\BOB\KUTNER\INC\Articles-Inc.wpd

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 JUN 11 PM 4:37

((H03000212286 6))