

JAN 20 2004 2:48 PM  
Division of Corporations  
ROGERS, TOWERS, BAILEY, ET AL  
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Page 1 of 1

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Florida Department of State  
Division of Corporations  
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TALLAHASSEE FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**Physicians Preferred Financial Group, Inc.**

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ROGERS TOWERS

NO. 6841 P. 2

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**ARTICLES OF INCORPORATION  
OF  
PHYSICIANS PREFERRED FINANCIAL GROUP, INC.**

STATE OF FLORIDA  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of the corporation is: Physicians Preferred Financial Group, Inc. (the "Corporation").

**ARTICLE II - ADDRESS**

The address of the principal office and mailing address of the Corporation is 7791 Belfort Parkway, Jacksonville, Florida 32256.

**ARTICLE III - CAPITAL STOCK**

This Corporation is authorized to issue 1,000,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1301 Riverplace Blvd., Suite 1500, Jacksonville, Florida 32207 and the name of its initial registered agent at such address is Charles R. Curley, Jr.

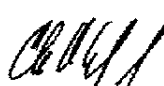
**ARTICLE V - INCORPORATOR**

The name and address of the Incorporator are Charles R. Curley, Jr., 1301 Riverplace Blvd., Suite 1500, Jacksonville, Florida 32207.

**ARTICLE VI - AMENDMENT**

This Corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of January, 2004.

  
\_\_\_\_\_  
Charles R. Curley, Jr.  
Incorporator

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ROGERS TOWERS

NO. 6841 P. 3

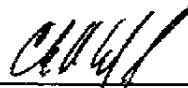
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Physicians Preferred Financial Group, Inc.
2. The name and address of the registered agent and office are Charles R. Curley, Jr., 1301 Riverplace Blvd., Suite 1500, Jacksonville, Florida 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Charles R. Curley, Jr.  
Registered Agent

Date: January 20, 2004

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