

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA
U.S. DEPT. OF JUSTICE

5/4/2005

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**ARTICLES OF INCORPORATION
OF
PHYSICIANS ADVANTAGE, INC.**

The undersigned, for the purpose of forming a Corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation:

Article I

Name

Section 1.1. Name. The name of this Corporation shall be **PHYSICIANS ADVANTAGE, INC.**

Article II

Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this Corporation shall be One Independent Square, Suite 3201, Jacksonville, Florida 32202.

Article III

Capital Stock

Section 3.1. Authorized Stock. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be 100,000 shares of Class A Voting Common Stock having no par value per share and 100,000 shares of Class B Non-Voting Common Stock having no par value per share. All stock issued shall be fully paid and non-assessable.

Section 3.2. Class A. The Class A Voting Common Stock shall have the sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 3.3. Class B. The Class B Non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

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Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this Corporation is:

Brennan, Manna & Diamond, P.L.
The SunTrust Building
78 South Laura Street, Suite 2110
Jacksonville, Florida 32202

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the Incorporator of this Corporation is:

Carter B. Bryan
One Independent Square
Suite 3201
Jacksonville, Florida 32202.

Article VI
Effective Date; Duration

Section 6.1. Effective Date. Corporate existence shall commence on the date these Articles are filed with the Department of State of the State of Florida.

Section 6.2. Duration. This Corporation shall exist perpetually.

Article VII
Purposes

Section 7.1. Purposes. The general nature of the businesses to be conducted by the Corporation shall be to engage in any activity or business permitted under the laws of the United States of America and of this State.

Article VIII
Directors

Section 8.1. Number. This Corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one (1).

Article IX
Bylaws

Section 9.1. Bylaws. The initial bylaws of this Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

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Article X
Amendment

Section 10.1. Amendment. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 28th day of April, 2005.


Carter B. Bryan**ACCEPTANCE OF REGISTERED AGENT**

Having been named in the foregoing Articles of Incorporation to accept service of process for the above stated Corporation at the place designated therein, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of the Florida Business Corporation Act.

DATED this 29th day of APR 12, 2005.

BRENNAN, MANNA & DIAMOND, P.L.

By **MICHAEL R. FREED**
Manager

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