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TALLAHASSEE, FLORIDA

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ASSOCIATES

WILLIAM FRIEL  
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NICHOLAS C. MOHR  
BROOKE E. REYNOLDS

June 6, 2008

*Via Overnight Delivery*

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Integrated Physician Services of Florida, Inc. and  
Independent Physician Alliance of Florida, Inc.

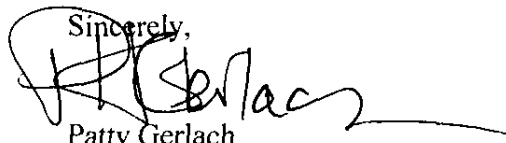
Dear Sir or Madam:

I have enclosed original Articles of Incorporation for the above two corporations together with this firm's checks both in the amount of \$78.78 representing your filing fee and fee for certified copies.

Please file the Articles and return a certified copy of each to me in the self-addressed stamped envelope.

Should you have any questions or concerns, please feel free to contact me. Thank you.

Sincerely,



Patty Gerlach

Assistant to Bruno F. DeZayas

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ARTICLES OF INCORPORATION  
OF  
INDEPENDENT PHYSICIANS ALLIANCE OF FLORIDA, INC.

FILED  
08 JUN -9 PM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is INDEPENDENT PHYSICIANS ALLIANCE OF FLORIDA, INC.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of engaging in the business of physician contracting and or any other lawful business and to do anything necessary, proper, advisable, or convenient, for the accomplishment of said purposes, and to do all and other things incidental to them, or connected with them, that are not forbidden by the Florida corporation laws or by other laws, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States or in any foreign country, to the extent that these purposes are not forbidden by the laws of that state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares that the corporation shall have the authority to issue is ONE THOUSAND (1,000) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as directed by the officers of the corporation, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes.

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

The address of the initial principal office of this corporation shall be Post Office Box 7656, Lakeland, Florida 33807. The name and address of the registered agent of this corporation shall be Bruno F. DeZayas, 5115 South Florida Avenue, Lakeland, Florida 33813. The principal place of business address is 3003 S. Florida Avenue Suite 203 Lakeland Florida 33803.

#### **ARTICLE V - INITIAL OFFICERS**

There will be two (2) initial officers of the corporation, who not need be a resident of the State of Florida, or shareholder of the corporation. The number of officers may be increased from time to time by the by-laws. The name and address of the initial director of this corporation is:

Susan M. Alach-Earl	President Treasurer	3003 S. Florida Avenue Suite 203 Lakeland Florida 33803
Emilio F. Montero, Jr.	Vice President Secretary	3003 S. Florida Avenue Suite 203 Lakeland, Florida 33803

#### **ARTICLE VI - DURATION**

The period of duration of this corporation is perpetual.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Susan M. Alach-Earl, Post Office Box 7656, Lakeland, Florida 33807.

#### **ARTICLE VIII - INDEMNIFICATION**

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

#### **ARTICLE IX - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto.

**ARTICLE X - PRE-EMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms, and conditions that shall be fixed by the officers of the corporation, such of the shares of stock of this corporation that may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder, to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 5<sup>th</sup> day of June, 2008.

Susan Alach-Earl  
**SUSAN ALACH-EARL**

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared **SUSAN ALACH-EARL** who has produced a Florida drivers license as identification, and who executed and subscribed the above Articles of Incorporation, and she did so freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Lakeland, Polk County, Florida, this 5<sup>th</sup> day of June, 2008.

PATRICIA GERLACH  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD883012  
EXPIRES 6/7/2011  
BONDED THRU LABS-NOTARY1

Patricia H. Gerlach  
Notary Public/State of Florida

Patricia H. Gerlach  
Print, type or stamp commissioned Name

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

Pursuant to the provisions of Section 607.0501 or 617.05, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the required office/registered agent, in the State of Florida.

1. The name of the corporation is:

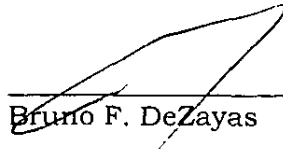
INDEPENDENT PHYSICIANS ALLIANCE OF FLORIDA, INC.

2. The name and address of the registered agent is:

Bruno F. DeZayas  
5115 S. Florida Avenue  
Lakeland, Florida 33813

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.

Signature:

  
Bruno F. DeZayas

Date:

June 5, 2008

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