

STEEL HECTOR & DAVIS LLP

Requestor's Name

215 SOUTH MONROE STREET/SUITE 601

Address

TALLAHASSEE

City/State/Zip

222-2300

Phone #

P94000005521

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ANCICARE PPO, INC.

(Corporation Name)

P94000005521

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

PLEASE CONTACT ELIZABETH
REGARDING ANY QUESTIONS
222-2300. THANK YOU.

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CR26031(1/95)

Examiner's Initials

C. COULLIETTE OCT 04 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 20, 1999

STEEL HECTOR & DAVIS

TALLAHASSEE, FL

SUBJECT: ANCICARE PPO, INC.
Ref. Number: P94000005521

We have received your document for ANCICARE PPO, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 099A00045962

MAY WE PLEASE HAVE THE ORIGINAL FILING DATE OF SEPTEMBER 20, 1999?
THANK YOU.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**Articles of Restatement
of the Articles of Incorporation of
AnciCare PPO, Inc.**

1. The name of the corporation is AnciCare PPO, Inc. (the "Corporation").
2. The Corporation certifies that these Articles of Restatement were adopted by the board of directors of the Corporation on September 9, 1999 and do not include an amendment requiring shareholder approval.
3. The text of the Articles of Incorporation of the Corporation is hereby restated in its entirety, as follows:

ARTICLE 1 - NAME

The name of the Corporation is AnciCare PPO, Inc.

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office and mailing address of this corporation is 3700 Lakeside Drive, Suite 401, Miramar, Florida 33027.

ARTICLE 4 - CORPORATE CAPITALIZATION

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ten million (10,000,000) shares of common stock, each share having the par value of one cent (\$0.01).

4.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

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4.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 5 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 6 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 7 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 8 - REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of this corporation is 200 S. Biscayne Blvd., Suite 4874, Miami, Florida 33131. The name and address of the registered agent of this corporation is Peninsula Registered Agents, Inc., 200 S. Biscayne Blvd., Suite 4874, Miami, Florida 33131.

ARTICLE 9- BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number

of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

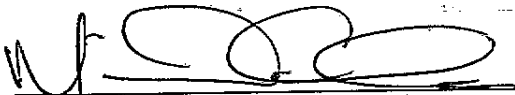
ARTICLE 10 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

* * * *

IN WITNESS WHEREOF, AnciCare PPO, Inc. has caused these Articles of Restatement of its Articles of Incorporation to be executed this 9 day of September, 1999.

ANCICARE PPO, INC.



Michael A. Cabrera
President

MIA1998/523615