

STEPHEN M. MAHER
ATTORNEY AT LAW
2009 FIRST STREET, SUITE 301
FORT MYERS, FLORIDA 33901

813-334-4087

FILED

1995 JAN 31 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000007958

Date: January 10, 1995

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

200001378512
-01/12/95--01087--003
***122.50 ***122.50

Re: Corporate Charter Filing for " PHYSICIANS EXPRESS CARE, INC."

Dear Sir or Madam:

Enclosed please find two executed originals of the Articles of Incorporation for PHYSICIANS EXPRESS CARE, INC., for filing with your office.

Enclosed please find my check made payable to the Secretary of State in the amount of \$122.50, representative of the \$35.00 filing fee, the \$52.50 fee for certified copy, and \$35.00 for Registered Agent designation.

On filing for record of the above corporation, I would greatly appreciate your returning to me the certified copy of the Articles of Incorporation.

Your assistance and cooperation in this matter is greatly appreciated.

Sincerely yours,


Stephen M. Maher

SMM/JJR
Enclosures

W95-1152

AB 1/31/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1995

STEPHEN M. MAHER
2069 FIRST STREET SUITE 301
FT. MYERS, FL 33901

SUBJECT: PHYSICIANS EXPRESS CARE, INC.
Ref. Number: W95000001152

We have received your document for PHYSICIANS EXPRESS CARE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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 (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 695A00001852

STEPHEN M. MAHER
Attorney at Law
2069 First Street, Suite 301
Fort Myers, Florida 33901
Telephone 813-334-4067
FAX 813-334-9554

January 24, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: *PHYSICIANS EXPRESS CARE, INC., REFERENCE NO. W95000001152*


Dear Sir or Madam:

Enclosed please find the corrected Articles of Incorporation for Physicians Express Care, Inc. for filing.

Also enclosed please find copy of your letter of January 17, 1995 addressing the Corporation's Principal Office Designation.

Your assistance in filing these Articles is greatly appreciated.

Sincerely yours,


Stephen M. Maher

SMM/ljr
Enclosures

ARTICLES OF INCORPORATION
OF
PHYSICIANS EXPRESS CARE, INC.

FILED
1995 JAN 31 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber to these Articles of Incorporation, natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is PHYSICIANS EXPRESS CARE, INC.

ARTICLE II - DURATION

The existence of this corporation is to begin at the time of subscription and acknowledgment of incorporation and to continue perpetually thereafter.

ARTICLE III - PURPOSE

This corporation is organized for the primary purpose of owning, managing and operating a medical services provider company. In addition, this corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and of the State of Florida or any other state, territory, district or possession of the United States and all such activities or business as may be permitted in any foreign country.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN THOUSAND FIVE

HUNDRED (7,500) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any form with a value, in the judgment of the Directors, equivalent to or greater than the full par value.

ARTICLE V - ADDRESS

The address of the initial, principal and registered office of the corporation in the State of Florida is 700 Eland Drive, North Fort Myers, Florida 33917. The name of the initial registered agent of this corporation at that address is ANNE MCMAHAN. The Board of Directors may from time to time move the principal office to any other address within or without Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE VI - DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time in the manner provided by the By-Laws. The name and street address of the first member of the Board of Directors is:

ANNE MCMAHAN
700 ELAND DRIVE
NORTH FORT MYERS, FLORIDA 33917

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE VII - DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the Directors as Directors and as officers, to restrict the transfer of stock by shareholders, to indemnify Directors, officers, employees, agents and any other persons against liabilities to the full extent permitted by law, to permit contracts or other transactions between the corporation and one or more of its Directors individually or businesses in which one or more of its Directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with the By-Laws that be adopted by the shareholders.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

ANNE MCMAHAN
700 ELAND DRIVE
NORTH FORT MYERS, FLORIDA 33917

The Subscriber of these Articles of Incorporation hereby assigns to this corporation their rights to constitute a corporation and assigns to those persons designated by the Board of Directors any rights they may have as subscribers to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX - CONTRACTS AND OTHER TRANSACTIONS

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of the same shall be owned by this corporation, shall be

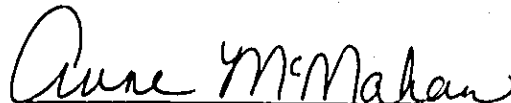
affected or invalidated by reason of the fact that any one or more of the Directors of this corporation is or are interested in, or is a Director or officer, or are Directors or officers, of such other corporation, any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, act, or transaction of this corporation with any person or persons, firm, or other corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this corporation is a party or are parties to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firm or other corporation.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted subject to this reservation. Each amendment submitted to the shareholders for approval shall be approved by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned Subscriber, have hereunto set my hand and seal this 9th day of January, 1995, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the

Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.


ANNE MCMAHAN

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ANNE MCMAHAN, who after being duly sworn deposes and says that the statements as contained in the foregoing Articles of Incorporation are true and correct to the best of her knowledge and belief.

THE FOREGOING PERSON is known to the undersigned Notary as follows:

1. Personally

2. Has produced the following identification: Florida DL

M255-6P4-55-959-0

WITNESS MY HAND AND SEAL this 9th day of January, 1995 at Lee County, Florida.


NOTARY PUBLIC

My Commission expires:



STEPHEN M. MAHER
MY COMMISSION # CC236625 EXPIRES
JUNE 22, 1997
BONDED THROUGH TROY FAIR INSURANCE, INC.

FILED

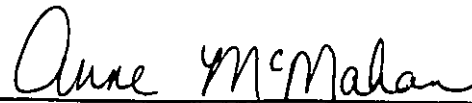
1995 JAN 31 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

I CERTIFY that I am a permanent resident of Lee County, Florida. I hereby accept the foregoing Designation as Resident Agent.

DATED at Fort Myers, Lee County, Florida this 9th day of January, 1995.



ANNE MCMAHAN
Resident Agent