

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32314
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CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 535519 5312A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : February 2, 1995

ORDER TIME : 10:06 AM

ORDER NO. : 535519

CUSTOMER NO: 5312A

CUSTOMER: Katherine Russell, Legal Asst
ANNIS MITCHELL COCKEY
EDWARDS & ROEHN, P.A.
201 North Franklin
Suite 2100
Tampa, FL 33602

000001396358

DIVISION OF CORPORATION

95 FEB -2 AM 11:16

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DOMESTIC FILING

P95000008792

NAME: ACCESS MEDICAL CARE, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

TM
2-2-95
02/A

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

**ARTICLES OF INCORPORATION
OF
ACCESS MEDICAL CARE, INC.**

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95 FEB -2 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporation Act, as amended, as follows:

**ARTICLE I
Name and Address**

The name of this Corporation is: **ACCESS MEDICAL CARE, INC.**
The street address and mailing address of this Corporation is: 201 North Franklin Street, Suite 2100, Tampa, Florida 33602.

**ARTICLE II
Term of Existence**

This Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation.

**ARTICLE III
Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
Powers**

This Corporation shall have the power:

- (A) To have perpetual succession by its corporate name.
- (B) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (C) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (D) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (E) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(F) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(G) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(H) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as this Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(I) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(J) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(K) To elect or appoint officers and agents of this Corporation and define their duties and fix their compensation.

(L) To make and alter By-Laws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.

(M) To make donations for the public welfare or for charitable, scientific or educational purposes.

(N) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(O) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(P) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(Q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(R) To enter into contracts with managed care organizations and other third party payors to provide healthcare services to participants in such plans and to be reimbursed for those services on any method that the Board of Directors determine, including fee-for-service and capitated payment plans.

(S) To enter into arrangements with other health care providers and groups.

(T) To develop a method for allocating patients between the Corporation's various practice sites.

(U) To develop procedures and mechanisms for administering capitated contracts.

(V) To develop policies and procedures for the practice of cost effective medicine, including practice protocols, practice parameters, referral protocols and other devices.

(W) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V **Capital Stock**

This Corporation is authorized to issue 10,000,000 shares of common stock with a par value of \$0.01 per share, which stock shall be designated as the "Common Stock." This Corporation may issue shares of the Common Stock for such consideration as the Board of Directors may from time to time determine, and all such shares, if and when issued, and upon receipt of such consideration by this Corporation, shall be fully paid and non-assessable.

ARTICLE VI **Indemnification**

(A) **Proceedings by Third Parties Against Directors and Officers.** This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than a proceeding by or in the right of this Corporation) by reason of the fact that he or she is or was a director or officer of this Corporation against liability actually and reasonably incurred by him or her in connection with the defense or settlement of such proceeding if such person acted in good faith and in a

manner he or she reasonably believed to be in or not opposed to the best interest of this Corporation (or, if the proceeding involves service by such person with respect to any employee benefit plan, in or not opposed to the best interest of the participants and beneficiaries of such plan), and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding, by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith in a manner which he or she reasonably believed to be in or not opposed to the best interest of this Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(B) Proceedings by or in the Right of this Corporation. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding by or in the right of this Corporation to procure a judgment in its favor by reason of the fact that he or she was or is a director or officer of this Corporation, against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion actually and reasonably incurred by him or her in connection with the defense or settlement of such proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of this Corporation (or, if the proceeding involves service by such person with respect to any employee benefit plan, in or not opposed to the best interest of the participants and beneficiaries of such plan), except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this Corporation.

(C) Optional Indemnification for Employees and Agents. This Corporation may, but shall not be obligated to, indemnify any person who is or was an employee or agent of this Corporation, to the extent and under the circumstances provided by Paragraphs (A) and (B) of this Article with respect to a person who is or was a director or officer of this Corporation.

(D) Determination of Eligibility for Indemnification. Any indemnification under Paragraphs (A), (B) or (C) of this Article shall be made by this Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in those Paragraphs. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (as defined in the By-Laws of this Corporation) consisting of directors who are not or were not parties to such proceeding, or (ii) by a committee consisting of at least two (2) disinterested directors designated

by the Board of Directors (in which designation interested directors may participate), or (iii) by independent legal counsel selected by the Board of Directors under clause (i) or by the committee of the Board of Directors under clause (ii) or, if no quorum of directors can be obtained or no committee can be designated, by majority vote of the full Board of Directors (in which selection interested directors may participate), or (iv) by the shareholders.

(E) Advances for Reasonable Expenses. Reasonable expenses incurred in defending a proceeding shall be paid by this Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the director or officer, to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by this Corporation as authorized in this Article. The Board of Directors may establish appropriate terms and conditions upon which expenses incurred by other employees and agents of this Corporation may be paid in advance. Nothing in this Article shall prevent this Corporation from taking a reasonable time, not to exceed thirty (30) days, to audit specific claims or expenses and to review their reasonableness before payment.

(F) Non-Exclusive Provision. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, as to action in his or her official capacity as a director, officer, employee or agent of this Corporation.

(G) Director and Officer Liability Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in such action, this Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this Corporation, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or the Florida Business Corporation Act as the same exists or may hereafter be amended.

(H) Vested Contract Rights. The rights to indemnification and advancements of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent of this Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or modification of any rights granted under this Article by the shareholders of this Corporation shall not

adversely affect any right or protection of a director, officer, employee or agent of this Corporation for or with respect to any action or omission of such person occurring prior to such repeal or modification.

ARTICLE VII
No Court-Ordered Indemnification

Pursuant to the elective provisions of the Florida Business Corporation Act, as amended to date, this Corporation shall not be subject to any court-ordered indemnification or advancement of expenses, or both, pursuant to Florida Statutes, § 607.0850(9), to any director, officer, employee or agent of this Corporation, both as to action in his official capacity as a director, officer, employee or agent of this Corporation and as to action in another capacity on behalf of this Corporation while holding such office as a director, officer, employee or agent of this Corporation or serving in such position.

ARTICLE VIII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 201 North Franklin Street, Suite 2100, Tampa, Florida 33602, and the name of its initial registered agent at such address is John H. Fisher, II.

ARTICLE IX
Initial Board of Directors

This Corporation shall have such directors as are specified in the By-Laws and may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one (1).

ARTICLE X
Incorporator

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

Name

Address

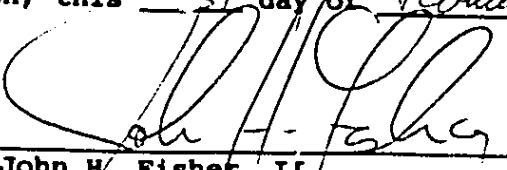
John H. Fisher, II

201 North Franklin Street
Suite 2100
Tampa, Florida 33602

ARTICLE XI
Amendment

This Corporation reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation in the manner provided by law.

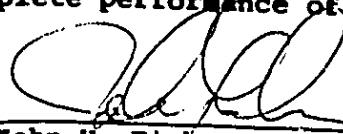
IN WITNESS WHEREOF, the undersigned, subscriber has executed these Articles of Incorporation, this 15th day of February, 1995.



John H. Fisher, II

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within named Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



John H. Fisher, II

Dated this 1st day of February, 1995.

1015-023-253183

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA