

P9500000 9185

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Greenberg, Travis
(Requestor's Name)
101 E. College Ave.
(Address)
Tallahassee, FL 32301 222-6591
(City, State, Zip) (Phone #)

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1995 FEB -3 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Florida Physician Services, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input 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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
FLORIDA PHYSICIAN SERVICES, INC.
(a Florida corporation)

FILED
MAR 23
1985
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is FLORIDA PHYSICIAN SERVICES, INC.
(hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 2,000 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than ten (10) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name of the initial director of the Corporation is Joseph C. Cauthen, M.D.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301. The name of the initial registered agent of the Corporation at that address is Robert P. Macina.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Robert P. Macina, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

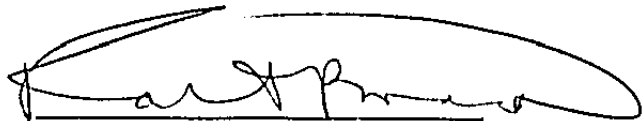
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of FLORIDA PHYSICIAN SERVICES, INC. this 2nd day of February, 1995.



Robert P. Macina
Incorporator

**CONSENT OF REGISTERED AGENT
OF
FLORIDA PHYSICIAN SERVICES, INC.**

The undersigned, Robert P. Macina, whose business address is 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301, hereby accepts appointment as the initial registered agent of FLORIDA PHYSICIAN SERVICES, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



Robert P. Macina
Registered Agent

FILED
1995 FEB -3 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000009185

Greenberg Traurig

Fred. F. Harris

(Requestor's Name)

101 E. College Ave.

(Address)

Tallahassee, FL 32301

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

Call June @ 222-6891
when ready.

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****210.00 ****43.75
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(Corporation Name) (Document #)

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

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
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OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

96 NOV 12 PM 2:51
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. HENDRICKS NOV 12 1996

Examiner's Initials

AMENDMENT TO
ARTICLES OF INCORPORATION OF
FLORIDA PHYSICIAN SERVICES, INC.
(A Florida Corporation)

FILED
96 NOV 12 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority to amend the articles of incorporation as provided in Sections 607.1001 and 607.1007, Florida Statutes, the Articles of Incorporation of Florida Physician Services, Inc. (the "Corporation"), are hereby amended as follows:

Article II - Capital Stock shall be deleted and the following shall be inserted in its place:

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 2,169 shares of Common Stock, par value \$.01 per share.

CERTIFICATE

The foregoing Amendment to the Articles of Incorporation was duly adopted by an affirmative vote of the shareholders on August 12, 1996 in accordance with Article X of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, constituting the current President of Florida Physician Services, Inc., has hereunto set his hand and seal as of this 12th day of August, 1996.


Eric J. Brill, President

P95000009185

FRED F. HARRIS

GREENBERG TRAUIG

(Requestor's Name)

101 E. COLLEGE AVE.

(Address)

TALLAHASSEE, FL 32301

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CALL JUNE @ 222-6891 WHEN READY.

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

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(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

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AMENDMENTS	
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<input type="checkbox"/>	Merger

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<input type="checkbox"/>	Fictitious Name
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

4/25
Jon Amend C.C.

Examiner's Initials

RECEIVED
97 APR 25 AM 11:19

AMENDMENT TO
ARTICLES OF INCORPORATION OF
FLORIDA PHYSICIAN SERVICES, INC.
(A Florida Corporation)

FILED

97 APR 25 PM 2:28

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the authority to amend the articles of incorporation as provided in Sections 607.1001 and 607.1007, Florida Statutes, the Articles of Incorporation of Florida Physician Services, Inc. (the "Corporation"), are hereby amended as follows:

Article II - Capital Stock shall be deleted and the following shall be inserted in its place:

ARTICLE II - CAPITAL STOCK

I. Common Stock. The aggregate number of shares of voting common stock which the Corporation shall have the authority to issue is 2,169 shares of Common Stock, par value \$.01 per share.

II. Class A Noncumulative, Nonvoting, Preferred Stock. The aggregate number of Class A noncumulative, nonvoting preferred stock which the Corporation shall have the authority to issue is 539 shares. The Class A preferred stock shall entitle the holders thereof to receive out of the surplus a preferred dividend of \$313.48 per share per annum, payable annually, before any payments toward the Class B preferred shares for such year and before any dividend shall be set apart or paid on the common shares for such year. If less than the full preferential dividend is paid to the holders of Class A preferred shares in any calendar year, the unpaid amount shall lapse and shall not cumulate and add to the preferential dividends in any subsequent year, whether or not the earnings of the Corporation were sufficient to cover the preferential dividend in the year in which it was not fully paid. The Class A preferred shares shall have no right to vote for the election of

directors of the Corporation and no right to vote on any matter presented to the shareholders for their vote or approval.

In case of liquidation, dissolution, or distribution of assets of the Corporation, the holders of Class A preferred shares shall not be entitled to any amount and the balance of the assets after payment of creditors shall be paid to the owners of the Common Shares.

III. Class B Noncumulative, Nonvoting, Preferred Stock. The aggregate number of Class B noncumulative, nonvoting preferred stock which the Corporation shall have the authority to issue is 461 shares. The Class B preferred stock shall entitle the holders thereof to receive out of the surplus a preferred dividend of \$313.48 per share per annum, payable annually, after any payments toward the Class A preferred shares for such year and before any dividend shall be set apart or paid on the Common Shares for such year. If less than the full preferential dividend is paid to the holders of Class B preferred shares in any calendar year, the unpaid amount shall lapse and shall not cumulate and add to the preferential dividends in any subsequent year, whether or not the earnings of the Corporation were sufficient to cover the preferential dividend in the year in which it was not fully paid. The Class B preferred shares shall have no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the shareholders for their vote or approval.

In case of liquidation, dissolution, or distribution of assets of the Corporation, the holders of Class B preferred shares shall not be entitled to any amount and the balance of the assets after payment of creditors shall be paid to the owners of the Common Shares.

ARTICLE IV - INITIAL BOARD OF DIRECTORS shall be deleted and the following inserted:

ARTICLE IV - BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than eleven (11) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation.

CERTIFICATE

The foregoing Amendment to the Articles of Incorporation was duly adopted by a unanimous affirmative vote of the shareholders on April 23, 1997 in accordance with Article X of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, constituting the current President of Florida Physician Services, Inc., has hereunto set his hand and seal as of this 24 day of April, 1997.


Eric J. Trill, President