

995000022777

JACINTA M. MATHIS, P.A.
ATTORNEYS-AT-LAW

STUDIO PLAZA BUILDING
5979 VINELAND ROAD, SUITE 300
ORLANDO, FLORIDA 32819

TELEPHONE NUMBER (407) 363-4519
FACSIMILE NUMBER (407) 363-6819

January 5, 1995

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

100001374744
-01/10/95--01065--0110
*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION FOR:
A-SIMPLE SOLUTION, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above-referenced corporation, together with \$35.00 to cover the Filing Fees, \$35.00 to cover the Registered Agent Designation for the corporation the check totaling \$70.00.

If you have any questions or need any further information please do not hesitate to call me at (407) 363-4519. Thank you in advance for your cooperation.

Very truly yours,

Mary Griffin
Mary Griffin

/mlg
Enclosures

787,573,671
W95—880

Confict

717663
759,502,706,671

B. REGISTER MAR 21 1995

FILED
95 MAR 20 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 12, 1995

JACINTA M. MATHIS, P.A.
STUDIO PLAZA BUILDING
5979 VINELAND ROAD, SUITE 300
ORLANDO, FL 32819

SUBJECT: A-SIMPLE SOLUTION, INC.
Ref. Number: W95000000880

We have received your document for A-SIMPLE SOLUTION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 295A00001483



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 28, 1995

JACINTA M. MATHIS, ESQUIRE
STUDIO PLAZA BUILDING
5979 VINELAND ROAD, SUITE 300
ORLANDO, FL 32819

SUBJECT: SOLUTION UNLIMITED, INC.
Ref. Number: W95000000880

We have received your document for SOLUTION UNLIMITED, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 995A00008882

JACINTA M. MATHIS, P.A.
ATTORNEYS-AT-LAW

STUDIO PLAZA BUILDING
5079 VINELAND ROAD, SUITE 300
ORLANDO, FLORIDA 32819

TELEPHONE NUMBER (407) 363-4519
FACSIMILE NUMBER (407) 363-6819

March 16, 1995

Beth Register
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

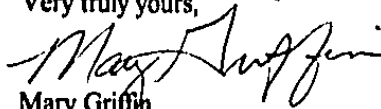
**RE: ARTICLES OF INCORPORATION FOR:
D.D.H. ENGINEERING, INC.**

Dear Beth:

You have recently sent us a letter rejecting Solution Unlimited, Incorporation. Please find enclosed the Articles of Incorporation for D.D.H. Engineering, Inc. for substitution for Solution Unlimited, Incorporation.

If you have any questions or need any further information please do not hesitate to call me at (407) 363-4519. Thank you in advance for your cooperation.

Very truly yours,



Mary Griffin
Firm Administrator

/mlg
Enclosures

**ARTICLES OF INCORPORATION
OF
D. D. H. ENGINEERING, INC.**

FILED
95 MAR 20 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the Florida General Corporation Act, these Articles of Incorporation provide that:

ARTICLE ONE

NAME

The name of this corporation is D. D. H. ENGINEERING , INC.

ARTICLE TWO

DURATION

The period of its duration for this corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE FOUR

CAPITAL STOCK

The corporation is authorized to issue 7500 shares of common stock class, with a \$1.00 par value per share.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent is as follows:

Mary Griffin
Studio Plaza Building
5979 Vineland Road
Suite 218
Orlando, Florida 32819

ARTICLE SIX

PRINCIPAL PLACE OF BUSINESS

The principal office of the corporation is:

181 Sunnyside Drive
Clermont, Florida 34711

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS

This corporation shall have One director initially. The number of director may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1).

The name and address of the initial director of this corporation are:

Daniel D. Hammerbeck
181 Sunnyside Drive
Clermont, Florida 34711

ARTICLE EIGHT

INCORPORATORS

The names and address of the Incorporators signing these Articles of Incorporation are:

Daniel D. Hammerbeck
181 Sunnyside Drive
Clermont, Florida 34711

ARTICLE NINE

NON-RESIDENT DIRECTORS

Directors need not be residents of the State of Florida.

ARTICLE TEN

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of the officers of this corporation.

ARTICLE ELEVEN

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority vote.

ARTICLE TWELVE

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE THIRTEEN

SHAREHOLDERS QUORUM AND VOTING

majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE FOURTEEN

REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE FIFTEEN

INFORMAL ACTION OF DIRECTORS

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE SIXTEEN

RESTRICTIONS ON TRANSFER OF STOCK

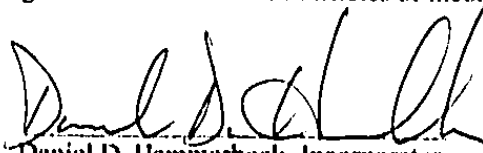
Restrictions on the sale or transfer of the stock of this corporation may be set forth in a buy-sell agreement.

ARTICLE SEVENTEEN

HEADING AND CAPTIONS

The headings or captions of these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 14th day of March, 1995.


Daniel D. Hammerbeck, Incorporator

STATE OF FLORIDA)
COUNTY OF LAKE)

BEFORE ME, the undersigned authority, personally appeared Daniel D. Hammerbeck, to be known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of March, 1995.


NOTARY PUBLIC
My Commission Expires:



MARY GRIFFIN
My Commission CC388888
Expires May 21, 1998
Bonded by HAI
800-422-1585

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICES OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

D. D. H. ENGINEERING, INC. (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designed Mary Griffin as its registered agent to accept service of process within the State of Florida with its registered office located at Studio Plaza Building, 5979 Vineland Road, Suite 218, Orlando, Florida 32819.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designed in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 14th day of March, 1995.


Mary Griffin
Registered Agent

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95 MAR 20 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

P95000023777

6/28/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

5:29 PM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS INTERNATIONAL INC

DEPARTMENT OF STATE

401 OCEAN DR

STATE OF FLORIDA

SUITE 312

409 EAST GAINES STREET

MIAMI BEACH FL 33139-0000

TALLAHASSEE, FL 32399

CONTACT: JOHNNY C RODRIQUEZ

FAX: (904) 922-4000

PHONE: (305) 672-0686

FAX: (305) 672-9110

((H96000009100))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: UNIVERSITY CLINICAL ASSOCIATES, INC.

FAX AUDIT NUMBER: H96000009100

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/28/1996

TIME REQUESTED: 17:29:42

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER: 073171003004

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000009100))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED

96 JUL -1 PM 10:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

David L. FT

NOT RECORDED

96 JUN 31 AM 7:55

RECEIVED

H96000009100

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF UNIVERSITY CLINICAL ASSOCIATES, INC.**

FILED
JUN - 1 1995
SECRET
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, UNIVERSITY CLINICAL ASSOCIATES, INC. adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is UNIVERSITY CLINICAL ASSOCIATES, INC. (the "Corporation").

SECOND: Article IV of the Articles of Incorporation is amended in its entirety to read as follows:

**"ARTICLE IV
CAPITAL STOCK**

The Corporation shall be authorized to issue the following classes of stock:

(a) The Corporation shall be authorized to issue 6,300 shares of Class A common stock, each such share having a par value of \$0.001 per share. At all meetings of the Stockholders, the holders of record of the Class A common stock (the "Class A Stockholders") shall be entitled to cast (i) one (1) vote for each share of Class A common stock owned with respect to the election of Directors of the Corporation, and (ii) four (4) votes for each share of Class A common stock owned with respect to all other matters presented to the Stockholders for their vote or approval.

(b) The Corporation shall be authorized to issue 3,700 shares of Class B common stock, each such share having a par value of \$0.001 per share. At all meetings of the Stockholders, the holders of record of the Class B common stock shall be entitled to cast one (1) vote for each share of Class B common stock owned.

(c) Upon the sale of Class A common stock by the Class A Stockholders pursuant to the terms and conditions of subsection 7(c) of the Stockholders' Agreement dated as of June 21, 1995 between the Corporation and the Class A Stockholders (the "Stockholders' Agreement"), such shares

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of Class A common stock shall automatically convert into shares of the Corporation's preferred stock with a face value equal to the selling price of the Class A common stock. The number of shares of preferred stock to be issued to the purchaser of the transferred Class A common stock in exchange for the Class A common stock shall be equal to the number of shares of Class A common stock transferred as set forth in subsection 7(c) of the Stockholders' Agreement.

(d) Except as otherwise set forth in paragraphs (a), (b) and (c) of this Article IV, each share of Class A common stock and Class B common stock shall be identical in all other respects and shall be entitled to equal dignity and preference with and to dividends and assets upon distribution in liquidation or dissolution of the Corporation.

(e) The Corporation shall be authorized to issue 2,750 shares of preferred stock, with an aggregate face value of \$2,750,000, each such share having a par value of \$0.001 per share. The holders of the preferred stock shall be entitled to receive dividends at a rate of seven percent (7%) per annum on the face value thereof before any dividends shall be paid on or set apart for the Class A common stock and Class B common stock (subject to adjustment as set forth in that certain Closing Agreement dated June 21, 1995 between the Corporation, the Class A Stockholders, et al. (the "Closing Agreement")) to be paid on a cumulative basis after all other operating and administration expenses of the Corporation have been paid and the Class A Stockholders have been compensated (x) at a reasonable rate at least equal to their annual rate of compensation for the twelve (12) month period ended December 31, 1994, with respect to any year in which the Corporation engages fewer than twenty (20) full-time physicians to provide professional medical services, or (y) for all revenues generated from professional services rendered by the Class A Stockholders for such year, with respect to any year in which the Corporation engages at least twenty (20) full-time equivalent physicians to provide professional medical services, provided the Class A Stockholders are engaged by the Corporation on a full-time basis to provide professional medical services. Subject to the terms of the Closing Agreement, the Corporation shall have the right to redeem the preferred stock, issued and outstanding, at any time by paying to the holders thereof an amount equal to its face value, together with the amount of such accrued dividends as may have accumulated thereon at the time of redemption.

(i) Each share of the preferred stock shall have the same voting rights as a share of Class A common stock and at any election of Directors of the Corporation, the holders of record of the preferred stock, voting separately as a class, shall be entitled to elect one (1) Director of the Corporation.

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(ii) In the case of liquidation, dissolution or distribution of assets of the Corporation, the holders of the preferred stock shall be paid the face value amount of such preferred stock, plus any and all accrued but unpaid dividends thereon, before any amounts are paid to the holders of the Class A common stock and Class B common stock. The balance of the assets and funds of the Corporation shall be distributed wholly among the holders of the Class A common stock and Class B common stock. The consolidation or merger of the Corporation at any time or from time to time with any other corporation or corporations, or the sale of all or substantially all of the assets of the Corporation, shall not be construed as a dissolution or liquidation or winding up of the Corporation within the meaning hereof.

(iii) The terms and conditions of the Closing Agreement, as they relate to the terms, conditions and attributes of the preferred stock are hereby incorporated into this paragraph (d) by reference.

(iv) The certificates representing shares of preferred stock shall contain a restrictive legend under the securities laws, if appropriate."

THIRD: This Amendment was recommended by the Board of Directors to the Corporation's Stockholders on June 27, 1996.

FOURTH: This Amendment was approved by the holders of a majority of all of the Corporation's Class A common stock, which is the only group of Stockholders entitled to the vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, University Clinical Associates, Inc. has caused these Articles of Amendment to be executed this 27 day of June, 1996.

UNIVERSITY CLINICAL ASSOCIATES, INC.

By: Bruce Moskowitz
BRUCE MOSKOWITZ, President

University.Amd 6/6/96