

Craig Sharet, C.P.A., P.A.

8000 Peters Road

Plantation, Florida 33324

(305) 370-7716

March 17, 1995

P95000024174

Secretary of State
Corporate Records Division
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

700001439417
-03/24/95--01095--007
****122.50 ****122.50

Re: Physician Benefits Systems, Inc.

Dear Secretary of State:

Enclosed please find an original and one copy of the Articles of Incorporation for the above proposed corporation. Also, enclosed please find a check in the amount of \$ 122.50 covering filing fees and payment of an executed copy of said articles.

Please file the original Articles and return the certified copy to me at the above address.

Very truly yours,

C. Sharet, CPA

Craig Sharet, C.P.A.

FILED
55 MAR 24 PM 10 33

ARTICLES OF INCORPORATION
OF
PHYSICIAN BENEFITS SYSTEMS, INC.

95 MAR 24 11 12 30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of foregoing a corporation under the Florida general corporation act, do hereby adopt the following Articles of Incorporation.

ARTICLE I
Corporate Name and Address

The name of the corporation is Physician Benefits Systems, Inc., located at 1027 S.W. 7th Street, Boca Raton FL 33486.

ARTICLE II
Term of Existence

The duration of the corporation is perpetual, to be commenced with the filing of these Articles of Incorporation with the Department of State within the State of Florida.

ARTICLE III
Nature of the Corporate Business

The general purpose for which the corporation is organized is:

- 1.) To provide insurance benefits to members of the medical profession and to do such things which are related and incidental to the foregoing, or necessary, or desirable in order to accomplish the foregoing and;
- 2.) To transact any other lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class and shall have a par value of \$ 1.00 per share. The shareholders have agreed to subscribe to the common stock, for value and consideration, in the following amounts:

Susan Keating

1,000 shares

ARTICLE V
Initial Agent

The street address of the initial registered office of the corporation is 1027 S.W. 7th Street, Boca Raton, FL 33486 and the name of the registered agent is Susan Keating at the above address.

ARTICLE VI
Initial Board Of Directors

- 1.) The number of directors on the initial board of directors of the corporation is (1) one.
- 2.) The name and address of each person who is to serve as a member of the initial board of directors is

NAME

ADDRESS

Susan Keating

1027 S.W. 7th Street
Boca Raton, FL 33486

ARTICLE VII
Incorporators

- 1.) The name and address of the incorporator is:

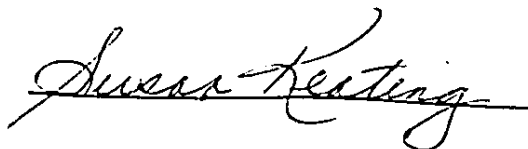
NAME

ADDRESS

Susan Keating

1027 S.W. 7th Street
Boca Raton, FL 33486

Executed by the undersigned on March 20, 1995.

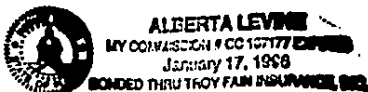


Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

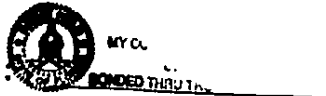
I HERBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgements, personally appeared Susan Keating to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

Witness my hand and official seal in the County and State named above this twentieth day of March, 1995.



Alberta Levine
Notary Public

My Commission Expires.



I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.

Susan Keating
Susan Keating

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
UPON WHOM PROCESS MAY BE SERVED

FILED
95 MAR 24 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance to chapter 48.091, Florida statutes, the following is
submitted in compliance with said act:

First----Physician Benefits Systems, Inc.

Desiring to organize under the laws of the state of Florida, with
its principal office, as indicated in the Articles of Incorporation,
in the City of Boca Raton, State of Florida has named Susan
Keating as its agent to accept service of process within the
state.

Having been name to accept service of process for the above stated
corporation, at a place designated in this certificate I hereby
accept to act in this capacity and agree to comply with the
provisions of said act relative to keeping open said office.

BY:



Susan Keating

Agent for Physician Benefits Systems, Inc.