

Michael C. Becker & Co.

Certified Public Accountants

1897 Palm Beach Lakes Blvd.
Suite 210
West Palm Beach, Florida 33409

West Palm Beach (407) 682-4093
Boca Raton (407) 391-0945
Miami (305) 266-6691
Fax (407) 697-4359

P9500026635

TRANSMITTAL LETTER

February 16, 1995

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

400001444374
-03/31/95--01001--025
*****75.00 *****75.00

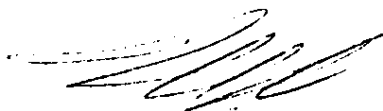
Subject: Jupiter Urgent Care, Inc.

Enclosed please find the original Articles of Incorporation for the above corporation, and check in the amount of \$70.

Also enclosed is a stamped, self-addressed envelope, so that you may return to me a confirmation of the filing.

Should you require any further information, please do not hesitate to contact me.

Sincerely,



Michael C. Becker, C.P.A.

MCB/mst
Enc.

FILED
95 MAR 30 PM 12:44
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Jupiter Urgent Care, Inc.

FILED
95 MAR 30 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Jupiter Urgent Care, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1325 South Congress Avenue
Suite 208
Boynton Beach, FL 33426

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 (One Thousand).

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Kenneth Lee
1325 South Congress Avenue
Suite 208
Boynton Beach, FL 33426

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Kenneth Lee
1325 South Congress Avenue
Suite 208
Boynton Beach, FL 33426

The undersigned has executed these Articles of Incorporation this 17th day of February, 1995.



Signature

Director
Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 MAR 30 PM 12:44
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is: Jupiter Urgent Care, Inc.
2. The name and address of the registered agent and office is:

Kenneth Lee
1325 South Congress Avenue
Suite 208
Boynton Beach, FL 33426

SIGNATURE: _____

(Corporate Officer)

TITLE: Director

DATE: February 17th, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

DATE: February 17th, 1995

REGISTERED AGENT FILING FEE: \$35.00

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0307 FAX

800-342-8086



DIVISION

ACCOUNT NO. : 072100000032

REFERENCE : 724229 4134E

AUTHORIZATION :

COST LIMIT : \$ 57.50
122.50

ORDER DATE : November 3, 1995

ORDER TIME : 10:29 AM

ORDER NO. : 724229

7000011527777

CUSTOMER NO: 4134E

CUSTOMER: David J. Powers, Esq
Broad And Cassel
Suite 300
7777 Glades Road
Boca Raton, FL 33434

DOMESTIC AMENDMENT FILING

NAME: JUPITER URGENT CARE, INC.

ARTICLES OF AMENDMENT
XXX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: 11/3

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

95 NOV -3 PM 1:38
SECRETARY
TALLAHASSEE, FLORIDA

Restated
Articles
C.C.

RESTATED
ARTICLES OF INCORPORATION
OF
JUPITER URGENT CARE, INC.

(Document No. P95000026625)

55 NOV -3 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Restated Articles of Incorporation.

ARTICLE I

The name and address of this Corporation shall be: Jupiter Urgent Care, Inc., 134 Seabreeze Circle, Jupiter, Florida 33477, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of its Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is 1325 South Congress Avenue, Suite 208, Boynton Beach, Florida 33426. The initial registered agent at that address is Kenneth Lee.

ARTICLE VI

The Corporation shall have two (2) directors initially. The name and address of the first directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Kenneth Lee	1325 South Congress Avenue Suite 208 Boynton Beach, Florida 33426
Daniel Goebel	134 Seabreeze Circle Jupiter, Florida 33477

ARTICLE VII

The name and address of the incorporator is: Kenneth Lee, 1325 South Congress Avenue, Suite 208, Boynton Beach, Florida 33426.

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the President of the Corporation, make and file these Restated Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 26th day of September, 1995.



Kenneth Lee, President

CERTIFICATE

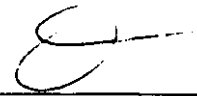
Pursuant to the provisions of Section 607.1007, Florida Statutes, JUPITER URGENT CARE, INC., a Florida corporation (the "Corporation") is filing herewith Restated Articles of Incorporation which contain amendments which require Shareholder approval.

The amendment and restatement to the Corporation's Articles of Incorporation was adopted on September 26, 1995.

The amendment and restatement to the Corporation's Articles of Incorporation was approved by the shareholders of the Corporation. The number of votes cast for the amendment was sufficient for approval. There were no voting groups entitled to vote separately on the amendment.

IN WITNESS WHEREOF, JUPITER URGENT CARE, INC., a Florida corporation, has caused this Certificate to be signed by its President this 26th day of September, 1995.

JUPITER URGENT CARE, INC., a Florida corporation

By: 
Kenneth Lee, President