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4/19/95

FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
PRIMARY CARE, INC.

NAME: INTEGRATED
FAX AUDIT NUMBER: H95000004416

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/19/1995

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**ARTICLES OF INCORPORATION
OF
INTEGRATED PRIMARY CARE, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be Integrated Primary Care, Inc.

ARTICLE II.

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

- a) This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- b) To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange or otherwise, to lease, mortgage, pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses, and interests of any sort in any such property.
- c) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.
- d) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.
- e) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to secure any direct or

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contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of the Corporation, or any interest therein.

f) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation; in connection therewith to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities, or property of any other kind.

g) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation, and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

h) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

i) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

j) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE III.

Stock

The authorized capital stock of this Corporation shall consist of two classes of Common Stock having the following preferences, rights and limitations:

(a) Class A Common Stock. The Corporation is authorized to issue 100 shares of Class A Common Stock with a par value of \$.01 per share. Except as otherwise provided by the Florida Business Corporation Act, each outstanding share of Class A Common Stock is entitled to one vote on each matter submitted to a vote at a meeting of shareholders. Shares of Class A

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Common Stock shall be issued for such consideration as may be determined by the Board of Directors but not less than par value.

(b) Class B Common Stock. The Corporation is authorized to issue 10,000 shares of Class B Common Stock with a par value of \$0.01 per share. The rights and preferences applicable to the outstanding shares of Class B Common Stock shall be identical in all respects to Class A Common Stock except that the Class B Common Stock shall have no voting rights on any matter other than those matters set forth in Section 607.1004 of the Florida Business Corporation Act, in respect of which outstanding shares of Class B Common Stock shall vote as a group. Shares of Class B Common Stock shall be issued for such consideration as may be determined by the Board of Directors but not less than par value.

Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

ARTICLE IV.

Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

Edward Maas
1200 South Pine Island Road
Suite 400
Plantation, Florida 33324

ARTICLE V.

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.

Address of Principal Office, Registered

Office and Registered Agent

The address of the principal office of this Corporation is 1200 South Pine Island Road, Suite 400, Plantation, Florida 33324 and the mailing address is 1200 South Pine Island Road, Suite 400, Plantation, Florida 33324. The street address of the initial registered office of this Corporation in the State of Florida shall be 1200 South Pine Island Road, Suite 400, Plantation, Florida 33324. The name of the initial registered agent of the Corporation at the above address shall be Edward Maas. The Board of Directors may from time to time change the principal office and/or mailing address of registered office or registered agent to any other address in the State of Florida.

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ARTICLE VII.
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.
Initial Board of Directors

The name and street address of the sole member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successors are elected is as follows:

Edward Maas
1200 South Pine Island Road
Suite 400
Plantation, Florida 33324

ARTICLE IX.
Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE X.
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XI.
**Transactions In Which Directors
Or Officers Are Interested**

a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or

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which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director or Directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

b) Common or Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.

Indemnification of Directors and Officers

Section 1. Terms used in this Article XII shall have the meanings ascribed to them in Florida Statutes Section 607.0850 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than F.S. Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, 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; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) constitute a tortious act relating to such person's actions in a personal or professional capacity or (ii) (1) were material to the cause of

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action so adjudicated and (2) constitute:

- (A) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; or
- (B) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (C) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a member.

Section 3. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article XII and despite any contrary determination of the Board of Directors or, if applicable, the membership of the Corporation, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or to any other court of competent jurisdiction. On receipt of an application, such court, after any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to F.S. Section 607.0850 or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article XII or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b). The Corporation does not

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recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article XII.

Section 4. Section 2 shall not be construed to mean that indemnification by the Corporation pursuant to F.S. Section 607.0850(7) is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-law, agreement, vote of members, if any, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article XII shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article XII. Such determination shall be made:

- (a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
 - (i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b), or
 - (ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or
- (d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such

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quorum is obtainable, by a majority vote of a quorum of the shareholders including, if applicable, shareholders who were parties to such proceeding as well as shareholders who were not parties to such proceeding.

Section 6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XII. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XII.

Section 7. Indemnification and/or advancement of expenses as provided in this Article XII shall continue, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article XII shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

Section 9. Nothing in this Article XII is intended nor should it be interpreted to limit, in any way, the immunity from civil liability applicable to the Corporation's officers and Directors.

ARTICLE XIII.

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

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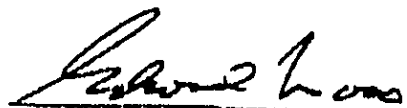
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Merahon, Sawyer -> DIV OF CORPORATIONS: #11

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IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 18 day of April, 1995.

 (SEAL)
Edward Maas

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David F. Parikh, Esq.
Merahon, Sawyer, Johnston, Dunwoody & Cole
200 South Biscayne Boulevard, Suite 4500
Miami, Florida 33131 - FL Bar No.: 275786
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 43.091 and 607.0501, the following is submitted:

Integrated Primary Care, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated 1200 South Pine Island Road, Suite 400, Plantation, Florida 33324, as its initial Registered Office and has named Edward Maas located at said address as its initial Registered Agent.

BY: Edward Maas

Edward Maas
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping said office open at designated times.

BY: Edward Maas

Edward Maas
Registered Agent

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409 EAST GAINES STREET

FT LAUDERDALE FL 33302-

TALLAHASSEE, FL 32399

CONTACT: ANNE MARIE LA FERLA

FAX: (904) 922-4000

PHONE: (305) 764-6660

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NAME: INTEGRATED PRIMARY CARE, INC.

FAX AUDIT NUMBER: H95000010388

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Sandra B. Mortham
Secretary of State

September 18, 1995

INTEGRATED PRIMARY CARE, INC.
1200 SOUTH PINE ISLAND ROAD
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTEGRATED PRIMARY CARE, INC.

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TALLAHASSEE, FLORIDA

1. The name of the corporation is Integrated Primary Care, Inc. (the "Corporation").

2. Article II, Nature of Business, of the Corporation's Articles of Incorporation is amended to read in its entirety as follows:

Article II
Nature of Business

The business and activities to be transacted and carried on by this Corporation are as follows:

a) To provide high quality cost-efficient medical care and treatment and related ancillary medical services by and through employment and other contractual relationships with doctors of medicine and osteopathy, duly licensed under the laws of the State of Florida, including, without limitation, providing professional medical services as, and within the context of, an integrated primary care group practice and transact any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

Prepared by: David F. Parish, Esq., FL Bar #275786
Ruden Barnett, Et al, 700 Brickell Ave.
Miami, FL 33131
(305) 358-5100

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b) To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange or otherwise, to lease, mortgage, pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses, and interests of any sort in any such property.

c) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

d) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.

e) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts of the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments

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Miami, FL 33131
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H95 0000103C8

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appropriate for encumbering any or all of the property of the Corporation, or any interest therein.

f) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation, in connection therewith to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities, or property of any other kind.

g) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidence of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or any other state or nation, and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

h) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

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1) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

3. The foregoing amendment to the Articles of Incorporation were unanimously adopted by the Board of Directors on September 14, 1995.

4. The Corporation has not yet issued shares, therefore, Shareholder action was not required.

Dated this 14th day of September, 1995.

INTEGRATED PRIMARY CARE, INC.

By: 
Edward Maas, Director

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Prepared by: David F. Parish, Esq., FL Bar #275786
Ruden Barnett, Et al, 700 Brickell Ave.
Miami, FL 33131
(305) 358-5100

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CONTACT: ANNE MARIE LA FERLA

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FAX: (305) 764-4996

DOCUMENT TYPE: BASIC AMENDMENT

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTEGRATED PRIMARY CARE, INC.

1. The name of the corporation is Integrated Primary Care, Inc. (the "Corporation").

2. Paragraph a) of Article II, Nature of Business, of the Corporation's Articles of Incorporation is amended to read in its entirety as follows:

Article II
Nature of Business

a) To provide high quality cost-efficient medical care and treatment and related ancillary medical services whether directly, as the general partner of a limited partnership, managing member of a limited liability company, or otherwise by and through employment and other contractual relationships with doctors of medicine and osteopathy, duly licensed under the laws of the State of Florida, including, without limitation, providing professional medical services as, and within the context of, an integrated primary care group practice and transact any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

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3. The foregoing amendment to the Articles of Incorporation were unanimously adopted by the Board of Directors on January 22, 1996.

4. The foregoing amendment to the Articles of Incorporation were unanimously adopted by the Shareholders on January 22, 1996.

Dated this 22nd day of January, 1996.

INTEGRATED PRIMARY CARE, INC.

By 
Edward Maas, President

H96 0000001281

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