

ACCOUNT NO. : 0721000000032

REFERENCE: 590385 132254A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: May 3, 1995

ORDER TIME : 9:38 AM

ORDER NO. : 590385

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst

SMITH, P.A. Suite 1100

150 Second Avenue, North St. Petersburg, FL 33701 900001473349 -05/03/95--01098--004 ******70.00 *****70.00

BRONSTEIN CARLSON GLEIN & EFFECTIVE DATE

MAY - 1 1995

DOMESTIC FILING

NOTE EFFECTIVE DATE ARTICLES 111 NAME: NPR PHYSICIANS MANAGEMENT GROUP,

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN MAY - 4 1995

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 3, 1995

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: PHYSICIANS MANAGEMENT GROUP, INC.

Ref. Number: W95000009348

We have received your document for PHYSICIANS MANAGEMENT GROUP, 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) 487-6932.

Teresa Brown Corporate Specialist

Letter Number: 195A00021407

ARTICLES OF INCORPORATION

OF

NPR PHYSICIANS MANAGEMENT GROUP, INC.



ARTICLE I.

NAME

The name of this corporation is NPR PHYSICIANS MANAGEMENT GROUP, INC.

ARTICLE II.

EFFECTIVE DATE

MAY - 1 1995

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 5341 Grand Boulevard, Suite 104, New Port Richey, FL 34652.

ARTICLE III.

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of May 1, 1995.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CALITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Thomas B. Smith, Esq., 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and address of the initial directors of this corporation are Paul Gonzalez, Jack Bellone, Peter Candelora, Carlos Bayron and Aziz Al'Kafaji, 5341 Grand Boulevard, Suite 104, New Port Richey, FL 34652.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Thomas B. Smith, 150 Second Avenue N., Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action or the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII.

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 2nd day of May, 1995.

Thomas B. Smith

INCORPORATOR