

1206 HAYS STREET
TALLAHASSEE, FL 32304

800-342-8086

CSC networks
PREFERRED
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 593362 4175D

AUTHORIZATION

Patricia Pysit

COST LIMIT : \$ 122.50

ORDER DATE : May 9, 1995

ORDER TIME : 9:40 AM

400001480924

ORDER NO. : 593362

CUSTOMER NO: 4175D

CUSTOMER: Melinda Mantor, Legal Asst
LEBOEUF LAMB GREENE & MACRAE

50 N. Laura Street, Ste. 2800

Jacksonville, FL 32202-3650

DOMESTIC FILING

NAME: FLORIDA PHYSICIANS ACQUISITION
COMPANY

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS:

**DON'T WAIT
TILL
LAST
MINUTE**

95 MAY -9 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. BROWN MAY - 9 1995

ARTICLES OF INCORPORATION
OF
FLORIDA PHYSICIANS ACQUISITION COMPANY

FILED
95 MAY -9 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Florida Physicians Acquisition Company.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of this Corporation is 1000 Riverside Avenue, Jacksonville, Florida 32231-4033.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1000 Riverside Avenue, Jacksonville, Florida 32231-4033 and the name of its initial registered agent at such address is Donald R. Brewer.

ARTICLE V - INITIAL BOARD OF DIRECTORS

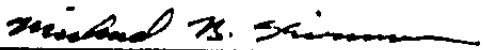
The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1) and the name of the person who is to serve as a member thereof is:

William R. Russell
1000 Riverside Ave.
Jacksonville, Florida 32231-4033

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Michael B. Kirwan,
50 N. Laura St., Suite 2800, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 8th day of May, 1995.



Michael B. Kirwan
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
95 MAY -9 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Florida Physicians Acquisition Company, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Donald R. Brewer, located at 1000 Riverside Avenue, Jacksonville, Florida, as its agent to accept service of process within Florida.

Michael B. Kirwan
Michael B. Kirwan, Incorporator

5/8/95
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Donald R. Brewer hereby agrees to act in this capacity, and Donald R. Brewer further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Donald R. Brewer
Donald R. Brewer

5/8/95
Date

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-142-8086

file 2nd

895000036313

ACCOUNT NO. : 0721000032

REFERENCE : 632873 4175D

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : 0 07.50

ORDER DATE : July 6, 1995

ORDER TIME : 9:43 AM

100001580831

ORDER NO. : 632873

CUSTOMER NO: 4175D

CUSTOMER: Melinda Mantor, Legal Asst
Leboeuf Lamb Greene & Macrae
50 N. Laura Street, Ste. 2800

Jacksonville, FL 32202-3650

name
Change
Amend

DOMESTIC AMENDMENT FILING

NAME: FLORIDA PHYSICIANS ACQUISITION
COMPANY

FILED
95 JUL -6 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

ADH
7/6/95
ADH
ADH
ADH
ADH

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDA PHYSICIANS ACQUISITION COMPANY

95 FILED
JUL -6 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this Corporation is Florida Physicians Acquisition Company.

2. Article I of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE I - NAME

The name of this Corporation is McCreary Corporation."

3. The foregoing amendment was adopted pursuant to Section 607.1003(6), Florida Business Corporation Act, by the Written Consent to Resolutions by the Sole Shareholder of the Corporation on June 14, 1995.

IN WITNESS WHEREOF, Florida Physicians Acquisition Company has caused these Articles of Amendment to Articles of Incorporation to be executed in its name by its President this 14th day of June, 1995.

FLORIDA PHYSICIANS ACQUISITION COMPANY

By:


Robert B. Finch, President