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TALLAHASSEE, FL 32301
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ACCOUNT NO. : 072100000032

REFERENCE : 604694 3539A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : May 24, 1995

ORDER TIME : 3:01 PM

ORDER NO. : 604694

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CUSTOMER NO: 3539A

CUSTOMER: Joan Cirillo, Esq
MINTZ LEVIN COHN FERRIS
GLOVSKY & POPEO, P.C.
One Financial Center

Boston, MA 02111

EFFECTIVE DATE
MAY 23 1995

DOMESTIC FILING

NAME: ATLANTIC HEALTH NETWORK HSO,
INC.

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: Carina L. Dunlap

EXAMINER'S INITIALS: _____

MAY 25 1995 BSB

RECEIVED
FILED
MAY 24 1995
5:17 PM
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
MAY 23 1995

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

ATLANTIC HEALTH NETWORK MSO, INC.

FILED
95 MAY 24 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act of the State of Florida (as such Act now exists or as hereafter amended, the "Business Act"), and does hereby certify as follows:

FIRST: The name of the Corporation (hereinafter referred to as the "Corporation") is:

ATLANTIC HEALTH NETWORK MSO, INC.

SECOND: The street and mailing address of the initial principal office of the Corporation is:

603 Village Boulevard, Suite 300
West Palm Beach, FL 33409

THIRD: The total number of shares of stock which the Corporation is authorized to issue is 1,000,000, all of which are without par value, are of the same class and shall be designated Common Stock.

FOURTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation or regulation of the powers of the Corporation and of its directors and stockholders:

A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by these Articles of Incorporation or the Bylaws of the Corporation (the "Bylaws"), the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation under the Business Act.

B. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

C. The Corporation may issue rights, options or warrants, the terms of which shall be as determined by the Board of Directors of the Corporation in its sole discretion.

D. Unless otherwise provided by law or the Bylaws, at a meeting of shareholders at which a quorum is present in person or by proxy, or pursuant to a written consent action by shareholders complying with the provisions of the Business Act and the Bylaws:

1. The following actions shall require the affirmative vote of at least a majority of the shares represented at the meeting: (a) dissolution of the Corporation, (b) merger or consolidation of the Corporation with any other corporation or entity not a direct or indirect parent or subsidiary of the Corporation or (c) Bylaw amendments initiated or proposed solely by the shareholders; and
2. All other matters, including the election of directors, shall only require the affirmative vote of a plurality of a quorum of shares entitled to vote on such matters.

E. The Corporation elects not to be governed by Section 607.0901 of the Business Act.

FIFTH: The street address of the initial registered office of the Corporation in the State of Florida is 1201 Hays Street, Suite 105, Tallahassee, FL 32301, and the name of its initial registered agent at such address is The Prentice-Hall Corporation System, Inc.

SIXTH: The name and address of the sole incorporator is:

NAME

ADDRESS

Bruce Tannenbaum, D.V.M. 5500 Village Boulevard, Suite 103
West Palm Beach, FL 33407

SEVENTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: The purposes for which the Corporation is organized are as follows:

A. To provide managerial, operational and administrative services and counsel and advice to medical practices and to other providers of medical and health care services; to engage in other business activities that are related or ancillary to the provision of medical or health care services; and to employ or otherwise retain qualified personnel and purchase or lease medical and other equipment and facilities in furtherance of the foregoing.

B. To carry on a general mercantile, industrial, investing, and trading business in its branches or business locations; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the Corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

C. To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent,

broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, constructing, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

D. To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(1) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(2) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(3) franchises, licenses, grants, and concessions.

E. To carry on any business, operation or activity that may be lawfully carried on by a corporation under the Business Act, whether or not related to those referred to in the foregoing paragraphs, and to have and exercise any and all of the powers granted to corporations organized under the Business Act. whether such powers are granted by specific statutory authority or by construction of law, as the same now or may hereafter exist, provided that such powers shall not be exercised in a manner inconsistent with applicable law, these Articles of Incorporation or the Bylaws.

NINTH: The duration of the Corporation shall be perpetual.

TENTH: 1. The Corporation shall, to the fullest extent permitted by § 607.0850 or any other provision of the Business Act, advance expenses to and indemnify any and all persons whom it shall have power to indemnify under said provisions from and

against any and all of the expenses, liabilities, or other matters referred to in or covered by the Business Act, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

2. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this Article TENTH.

ELEVENTH: The Board of Directors may authorize and the Corporation may make distributions to its shareholders, subject to the restrictions contained in § 607.06401 of the Business Act and any other applicable laws. Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Business Act.

TWELFTH: The corporate existence of the Corporation shall begin on May 23, 1995.

The undersigned has executed these Articles of Incorporation this 23 day of May, 1995.



Bruce Tannenbaum, D.V.M., Incorporator

ACCEPTANCE BY THE REGISTERED AGENT
AS REQUIRED BY SECTION 607.0501(3) OF THE BUSINESS ACT

The Prentice-Hall Corporation System, Inc. is familiar with
and accepts the obligations provided for in Section 607.0505 of
the Business Act.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Marcia A. Habner
Name: Marcia A. Habner
Title: Assistant Secretary

DATED 5-24, 19 95

513216.1

FILED
25 MAY 24 AM 9:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA