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CALL 707 822

HARPER, KYNES

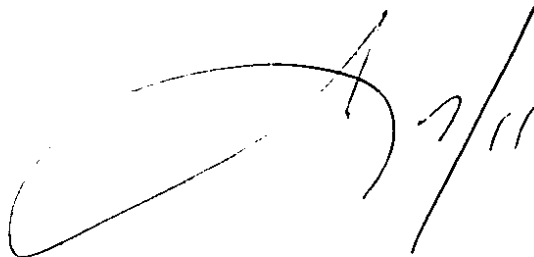
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PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: HARPER, KYNES, GELLER
DEPARTMENT OF STATE 2560 GULF TO BAY BLVD
STATE OF FLORIDA SUITE 300
409 EAST GAINES STREET CLEARWATER FL 34625-00000
TALLAHASSEE, FL 32399 CONTACT: JACK J GELLER
PHONE: (813) 799-4840
FAX: (813) 797-8206
FAX: (904) 922-4000
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
NAME: FRIEMAN MEDICAL MANAGEMENT, INC.
FAX AUDIT NUMBER: H95000007650
DATE REQUESTED: 07/11/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 2
ESTIMATED CHARGE: \$70.00
CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:56:46
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER:
070651000745

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95 JUL 11 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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95 JUL 11 PM 1:28
DIVISION OF CORPORATIONS

07/11/95 11:27

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HARPER, KYNES

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HARPER, KYNES, GELLER, WATSON & BUFORD, P.A.
ATTORNEYS AT LAW

CHARLES A. BUFORD
JACK J. GELLER
CLARK H. GREENLEAF
J. BRUCE HARPER
C. ALLEN KYNES, JR.
DARRIN FL. PRECOURT
DENNIS J. WATSON

ALFRED E. FROM
OF COUNSEL

* BOARD CERTIFIED
CIVIL TRIAL LAWYER

** ALSO ADMITTED TO
PRACTICE IN NEW YORK

*** ALSO ADMITTED TO
PRACTICE IN CALIFORNIA

2500 GULF TO BAY BOULEVARD
SUITE 300
CLEARWATER, FLORIDA 34625
(813) 799-4840
TAMPA DIRECT: 855-4058
TELECOPIER: 797-8208

OUR FILE #

#6353/13135

July 11, 1995

VIA FACSIMILE

Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

RE: Fricman Medical Management, Inc.
Fax Audit No. H95000007650

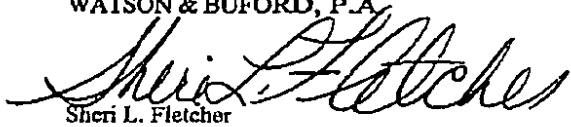
Dear Sir or Madam:

I am sending to you by facsimile the Electronic Filing Cover Sheet and Articles of Incorporation for Fricman Medical Management, Inc. Please fax us confirmation at your earliest convenience.

Thank you for your attention in this matter.

Very truly yours,

HARPER, KYNES, GELLER,
WATSON & BUFORD, P.A.


Sheri L. Fletcher
Legal Assistant

Enclosure

H95000007650

ARTICLES OF INCORPORATION
OF
FRIEMAN MEDICAL MANAGEMENT, INC.

FILED
95 JUL 11 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

Frieman Medical Management, Inc. shall be the name of this corporation, and the mailing address and its principal office shall be: 4930 Sandpiper Lane South, St. Petersburg, Florida 33711.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 10,000 shares of common stock having \$1.00 par value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the board of directors of the corporation at any regular or special meeting of the same.

ARTICLE IV - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 4930 Sandpiper Lane South, St. Petersburg, Florida 33711, and the name of the initial registered agent of the corporation at that address is: Bruce Frieman. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

THIS INSTRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243991

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ARTICLE V - DIRECTORS

The corporation shall have no less than one director nor more than nine (9). The number may be increased or decreased as may be authorized by the Bylaws of this corporation. The number of directors constituting the initial Board of Directors shall be one (1).

ARTICLE VI - INITIAL INCORPORATOR

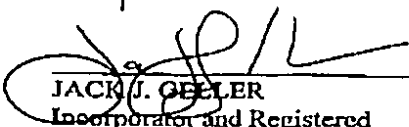
Incorporators

Jack J. Geller

Address

2560 Gulf To Bay Boulevard
Suite 300
Clearwater, FL 34625

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation for Fricman Medical Management, Inc. and acknowledge the same under the laws of the State of Florida, this 11th day of July, 1995.


JACK J. GELLER

Incorporator and Registered
Agent

fricman,jrt

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95 JUL 11 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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03/12/96 13:30

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HARPER, KYNES

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PUBLIC ACCESS SYSTEM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FROM: HARPER, KYNES, GELLER

2560 GULF TO BAY BLVD

SUITE 300

CLEARWATER FL 34625-0000-

CONTACT: JACK J GELLER

PHONE: (813) 799-4840

FAX: (813) 797-8206

((H96000003479))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: FRIEMAN MEDICAL MANAGEMENT, INC.

FAX AUDIT NUMBER: H96000003479

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/12/1996

TIME REQUESTED: 11:59:50

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

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ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER:

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10/20/96

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FILED
96 MAR 19 PM 4:25
TALLAHASSEE, FLORIDA

03/10/96 15:33

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0003/003

03/12/96 10:09 Fl. Dept. of State p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1996

FRIEMAN MEDICAL MANAGEMENT, INC.
4930 SANDPIPER LANE SOUTH
ST. PETERSBURG, FL 33711

SUBJECT: FRIEMAN MEDICAL MANAGEMENT, INC.
REF: P95000053255

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000003479
Letter Number: 996A00011050

HARPER, KYNES, GELLER, WATSON & BUFORD, P.A.
ATTORNEYS AT LAW

CHARLES A. BUFORD
JACK J. GALLUP
CLARK H. GREENLEAF
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C. ALLEN KYNES, JR.
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(813) 709-4840
TAMPA DIRECT: 855-4058
TELECOPIER: 707-0200

OUR FILE #

#6353/13135

March 19, 1996

VIA FACSIMILE

Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

RE: Frieman Medical Management, Inc.
Fax Audit No. H96000003479

Dear Sir or Madam:

I am sending to you by facsimile the Articles of Amendment for the above corporation. Also enclosed is a copy of your letter dated March 12, 1996. Please fax us confirmation at your earliest convenience.

Very truly yours,

HARPER, KYNES, GELLER,
WATSON & BUFORD, P.A.


SHERI L. FLETCHER
Legal Assistant

Enclosures

H96000003479

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF
FRIEMAN MEDICAL MANAGEMENT, INC.

Pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is FRIEMAN MEDICAL MANAGEMENT, INC.
2. Article I, Name, is hereby amended to read as follows:

"ARTICLE I: NAME/PRINCIPAL OFFICE

The name of the Corporation shall be FMM, INC. The principal place of business and mailing address of the corporation shall be 4930 Sandpiper Lane South, St. Petersburg, Florida 33711."

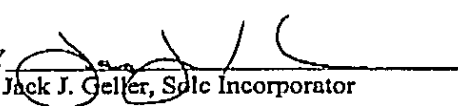
3. The amendment was duly approved by the sole incorporator on March 12, 1996, in accordance with Section 607.1005.

4. The amendment was adopted by the Incorporator without shareholder action, such shareholder action not being required by the Florida Business Corporation Act.

DATED: March 12, 1996.

FRIEMAN MEDICAL MANAGEMENT, INC.

BY


Jack J. Geller, Sole Incorporator

fricman.amd

THIS INSTRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243991

H96000003479

FILED
96 MAR 19 PM 4:25
TALLAHASSEE, FLORIDA