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OCALA, FL 34475-6695

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OF COUNSEL
RICHARD T. JONES

July 7, 1995

Secretary of State
Bureau of Corporate Records
PO Box 6327
Tallahassee, Florida 32314

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Re: MPMC Physicians, Inc.

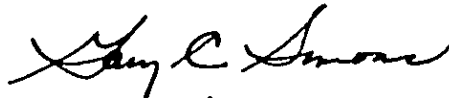
Dear Sir or Madam:

We are enclosing the following documents:

1. The original and a copy of the Articles of Incorporation for MPMC Physicians, Inc.
2. Registered Agent form showing Gary C. Simons has accepted the fiduciary responsibility as Registered Agent of the Corporation.
3. Our general account check in the amount of \$122.50. This check represents: \$35.00 filing fee for Articles; \$52.50 for a certified copy thereof; and \$35.00 Registered Agent fee.

We would appreciate it if you would certify the copy of the Articles of Incorporation and return it to us with a Certificate of Incorporation.

Sincerely,



Gary C. Simons
For the Firm

GCS:Blb
Enclosures
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7/13/95
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**ARTICLES OF INCORPORATION
OF
MRMC PHYSICIANS, INC.**

ARTICLE I

The name of this Corporation is **MRMC PHYSICIANS, INC.**

ARTICLE II

Duration

This Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation.

ARTICLE III

Purpose

To engage in any lawful business activity authorized by the statutes of the State of Florida and to have and to exercise all powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to said laws and all acts mandatory and supplemental thereto.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue seven thousand five hundred (7,500) shares of common stock with a par value of One Dollar (\$1.00) each.

ARTICLE V

Principal Office

The principal office of this Corporation is:

121 NW Third Street
Ocala, Florida 34475-6695

ARTICLE VI

Initial Registered Agent

The name and street address of the initial registered agent are:

Gary C. Simons
121 NW Third Street
Ocala, Florida 34475-6695

FILED
JUL 13 1982
CLERK OF CIRCUIT COURT
JUL 13 1982
CLERK OF CIRCUIT COURT
JUL 13 1982
CLERK OF CIRCUIT COURT

ARTICLE VII

Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation are:

Gary C. Simons
121 NW Third Street
Ocala, Florida 34475-6695

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is:

Gary C. Simons
121 NW Third Street
Ocala, Florida 34475-6695

ARTICLE IX

By-Laws


The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

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.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 7th day of July, 1995.



Gary C. Simons

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 7th day of July, 1995, by Gary C. Simons, who ~~is~~ is personally known to me.

sign Brenda L. Bibb
print name _____
Notary Public, State of Florida
Commission Expiration:
Commission Number:

D:\BIBB\WORMCARTICLES.INC



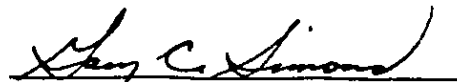
OFFICIAL SEAL
BRENDA L. BIBB
My Commission Expires
May 27, 1996
Comm. No. CC204116

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That **MRMC PHYSICIANS, INC.**, a Florida corporation desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Ocala, County of Marion, State of Florida, has named **GARY C. SIMONS**, located at 121 NW Third Street, Ocala, Florida 34475-6695, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



Gary C. Simons
Resident Agent