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ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2346  
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WRITER'S DIRECT DIAL NO.  
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800 NORTH MAGNOLIA AVENUE  
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ORLANDO, FLORIDA 32803

(407) 841-1800  
FAX (407) 423-1831

July 18, 1995

Florida Department of State  
Division of Corporations  
Attention: New Filing Section  
P. O. Box 6327  
Tallahassee, FL 32314

500001542075  
-07/20/95--01029--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation of  
Physicians Business Network, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of Physicians Business Network, Inc., together with a check for \$70.00 to cover the \$35.00 filing fee and \$35.00 fee for designation of registered agent. After the Articles of Incorporation have been filed, please return the copy, stamped with the date of filing, to this office.

Sincerely,

*Mary F. Fendle*  
Mary F. Fendle, Legal Assistant

:mff  
Enclosures (3)  
cc: Alan H. Daniels, Esq.

REGISTER JUL 20 1995

789,619,611,671  
W95-14717

FILED  
95 JUL 25 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

July 20, 1995

Sandra B. Mortham  
Secretary of State

MARY F FENDLE, LEGAL ASSISTANT  
PO BOX 2346  
ORLANDO, FL 32802-2346

SUBJECT: PHYSICIANS BUSINESS NETWORK, INC.  
Ref. Number: W95000014717

We have received your document for PHYSICIANS BUSINESS NETWORK, 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):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

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) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 095A00034831

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P. A.

ATTORNEYS AND COUNSELORS AT LAW

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July 24, 1995

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 323142

Attention: Beth Register, Corporate  
Specialist Supervisor

Re: Articles of Incorporation of  
Physicians Business Network, Inc.

Gentlemen:

Enclosed is a copy of your letter dated July 20, together with an original and one copy of the Articles of Incorporation of Physicians Business Network, Inc. which have now been signed by the incorporator and registered agent. After the Articles of Incorporation have been filed, please return the copy, stamped with the date of filing, to this office.

Sincerely,

*Mary F. Fendle*  
Mary F. Fendle, Legal Assistant

:mff  
Enclosures (3)  
cc: Alan H. Daniels, Esq.

ARTICLES OF INCORPORATION  
OF  
PHYSICIANS BUSINESS NETWORK, INC.

**FILED**  
95 JUL 25 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Physicians Business Network, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 130 Spring Valley Loop, Altamonte Springs, Florida 32714, which shall also be the mailing address of the Corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is nine hundred ninety-nine thousand (999,000), of which two hundred fifty thousand (250,000) shares having a par value of \$0.01 per share shall be shares of Class A voting common stock, five hundred thousand (500,000) shares having a par value of \$0.01 per share shall be shares of Class B voting common stock, and two hundred forty-nine thousand (249,000) shares having a par value of \$0.01 per share shall be shares of Class C non-voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Holders of Class A voting common stock and Class B voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock or Class B voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation; provided, however, that with respect to the voting of shares for the election of directors of the Corporation:

(a) holders of Class A voting common stock shall have the right to elect such number of directors as shall equal the quotient of the total number of directors to be elected less one, divided by two (rounded down to a whole number), and

(b) holders of Class B voting common stock shall have the right to elect the remainder of the directors to be elected.

Except as otherwise provided by law, no holder of Class C non-voting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class C non-voting common stock, shall be identical in all respects to those of the shares of Class A voting common

stock and Class B voting common stock. Accordingly, each share of Class A voting common stock, Class B voting common stock and Class C non-voting common stock shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of Class A voting common stock, Class B voting common stock and Class C non-voting common stock in proportion to the number of shares held by the holders of such shares.

#### ARTICLE IV - INITIAL REGISTERED OFFICE

##### AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Alan H. Daniels. The Board of Directors may from time to time designate a new registered agent.

#### ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Alan H. Daniels	800 North Magnolia Avenue Suite 1500 Orlando, Florida 32803

ARTICLE VI - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

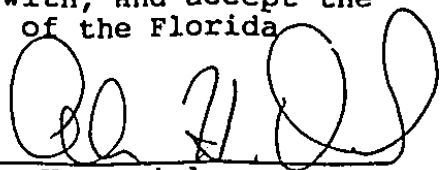
ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida this 24 day of July, 1995.

  
\_\_\_\_\_  
Alan H. Daniels

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

\_\_\_\_\_  
Alan H. Daniels

Date: July 24, 1995

FILED  
95 JUL 25 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA