



THE
NATIONWIDE
SYSTEM

PHYSICIAN SEARCH ASSOCIATES, INC.

P.O. Box 371
Ft. Walton Beach, Florida 32549-0371
(800) 420-4400
(904) 581-4004
(904) 581-4022 Fax

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Articles of Incorporation for;

Physician Search Associates, Inc.
2645 Highway 98 W
Mary Esther, FL 32569

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$131.25 for Filing Fee, Certified Copy & Certificate.

FROM: Mitzi J. Switzer-Stroup
2645 Highway 98 W
Mary Esther, FL 32569
(904) 581-4004

July 26, 1995

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***131.25 ***131.25

NOTE: Please provide the original and one copy of the articles.



MEMBER OF NATIONAL ASSOCIATION OF PHYSICIAN RECRUITERS

ARTICLES OF INCORPORATION

OF

PHYSICIAN SEARCH ASSOCIATES, INC.

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Law as amended (hereinafter referred to as the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is Physician Search Associates, Inc.

ARTICLE II

Principal Office

The post office address of the principal office is 2645 Highway 98 W, Mary Esther, FL 32569, and the mailing address is P.O. Box 371, Ft. Walton Beach, FL 32549-0371.

ARTICLE III

Shares

Section 1. Number of Shares. The total number of shares which the Corporation is to have authority to issue is 1,000.

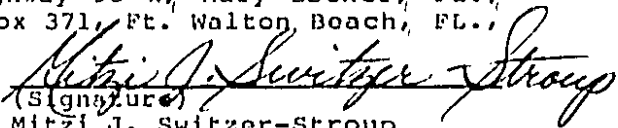
Section 2. Terms of Shares. There initially is one class of shares designated common stock having unlimited voting rights and entitled to the net assets of the Corporation upon dissolution. The holder of any common stock of the Corporation is entitled to the same rights and preferences, and is subjected to the same qualifications, limitations, and restrictions as all other holders of common stock. However, the Board of Directors may create one or more classes with such rights, limitations and preferences as the Board of Directors may direct upon amending these Articles with or without Shareholder approval prior to issuance and in accordance with the Florida Business Corporation Law; provided, however, that at least one or more authorized classes together have unlimited voting rights and at least one or more authorized classes together are entitled to the net assets of the Corporation upon dissolution.

Section 3. The common stock may be issued for an amount of consideration fixed from time to time by the Board of Directors.

ARTICLE IV
Initial Registered Agent and Street Address

Section 1. Registered Agent. The name and address of the Corporation's Registered Agent for service of process is Mitzi J. Switzer-Stroup, 2645 Highway 98 W, Mary Esther, FL., 32569.

Section 2. Registered Office. The post office address of the Registered Office is 2645 Highway 98 W, Mary Esther, FL., 32569. Mailing address is P.O. Box 371, Ft. Walton Beach, FL., 32549-0371.


(Signature)
Mitzi J. Switzer-Stroup
Registered Agent

ARTICLE V
Incorporator

The name and post office address of the incorporator of the Corporation is:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Mitzi J. Switzer-Stroup	2645 Highway 98 W,	Mary Esther,	FL	32569

ARTICLE VI
Directors

Section 1. Number of Directors. The initial Board of Directors is composed of one (1) member. The number of directors may be from time to time fixed by the By-Laws of the Corporation at any number. In the absence of a By-Law fixing the number of directors, the number shall be one (1).

Section 2. Names and Post Office Addresses of Directors. The names and post office addresses of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Number and Street of Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Mitzi J. Switzer-Stroup	2645 Highway 98 W,	Mary Esther,	FL	32569

ARTICLE VII
Purposes and Powers

The purposes for which the Corporation is formed and its powers are unlimited to the extent allowable under the Florida Business Corporation Law.

The Corporation will indemnify, defend, and hold harmless the incorporator from and against any claims, losses, or liabilities that may arise from any activities in seeking formation of the Corporation or commencement of any business before incorporation.

IN WITNESS WHEREOF, the undersigned hereby certify subject to the penalties for perjury that the facts contained herein are true.

The undersigned incorporator has executed these articles of Incorporation this 26th day of July 1995.


Mitzi J. Switzer-Stroup

Dated: 7/26/95

This instrument was prepared by Mitzi J. Switzer-Stroup, 2645 Highway 98 W, Mary Esther, FL 32569.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Physician Search Associates, Inc.

2645 Highway 98 W
Mary Esther, FL 32569

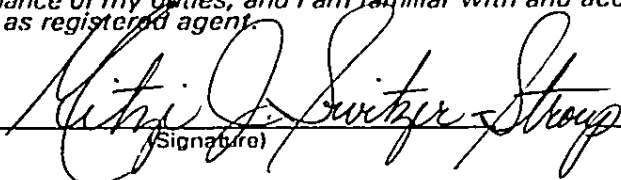
2. The name and address of the registered agent and office is:

Mitzi J. Switzer-Stroup
(Name)

2645 Highway 98 W
(P.O. Box or Mail Drop Box NOT acceptable)

Mary Esther, FL 32569
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

 July 26, 1995
(Signature) (Date)



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

DIVISION OF CORPORATIONS

P.O. Box 6327
Tallahassee, Florida 32314

PRESORTED
FIRST-CLASS MAIL
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updated for 1/26

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040-004 CP 32549 CAR-RT SORT ** 8004
TO: PHYSICIAN SEARCH ASSOCIATES, INC.
~~POST OFFICE BOX 534~~

~~PO BOX 1687 DESTIN FL 32540-1687~~

PHYS371 325498421 1A95 01/19/96
NOTIFY SENDER OF NEW ADDRESS
PHYSICIAN SEARCH ASSOC
PO BOX 1687
DESTIN FL 32540-1687



Chavez!
address!
NEW!
Thanks, Judy
904-654-1456
office
phone