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MARY ELLEN BORJA
Attorney at Law

FLORIDA BAR BOARD CERTIFIED
MARITAL AND FAMILY LAW
ALSO CERTIFIED TO PRACTICE IN
THE STATE OF NEW YORK

July 25, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800001548448
-07/28/95--01027--004
***122.50 ***122.50

re: Articles of Incorporation
PriCare of Marion County, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above-referenced for-profit corporation for filing, together with a check for \$122.50 for the filing fee.

Thank you for your assistance.

Very truly yours,

Mary Ellen Borja

MARY ELLEN BORJA, ESQ.

MEB:sr

Enc.

8/1/95
②
11/1/95

ARTICLES OF INCORPORATION
OF
PRICARE OF MARION COUNTY, INC.

ARTICLE I

NAME

The name of this Corporation is PriCare of Marion County, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and mailing address is:

2323 Curlew Road, Suite 7E
Palm Harbor, Florida 34683

ARTICLE III

TERM

The term of existence of this Corporation is perpetual.

ARTICLE IV

PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue Two Hundred Thousand (200,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve for two (2) years or until their successors are elected and have qualified or until removed are as follows:

NAME	ADDRESS
Richard E. Promin, M.D., President	Old Fort King Square, Bldg. C 2215 S.E. Fort King Street Ocala, Florida 34471
Christopher Grainger, M.D., Vice Pres./Secretary	1805 S.E. Lakewear Avenue Suite 103 Ocala, Florida 34471
Larry Popeil, M.D., Treasurer	40 S.W. 12th Street Suite C-201 Ocala, Florida 34474

ARTICLE VII

OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Registered Agent:

Charles J. Jacobson

Office of Corporation:

2323 Curlew Road, Suite E
Palm Harbor, Florida 34683

ARTICLE IX

INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X

BYLAWS

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a part to, or may pecuniarily or otherwise be interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of

this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XIII

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XIV

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law. No officer and/or director of this Corporation shall be personally liable to the Corporation's creditors for any indebtedness or liability, and any or all creditors of the Corporation shall look only to the assets of the Corporation for payment. The Corporation shall indemnify and hold harmless any member of the Board or Officer, or former member of the Board or former Officer, for expenses and costs (including attorneys' fees) actually and necessarily incurred by such person in connection with any claim asserted by action in court or otherwise, by reason of such person being or having been such member of the Board or Officer, except in relation to matters as to which such person shall have been guilty of negligence or misconduct with respect to the matter in which indemnity is sought, and to the extent permitted by the provisions of the Florida General Corporation Act, as set forth

In Chapter 607, Florida Statutes. By order of the Board, the corporation shall, under comparable terms and limitations, indemnify employees and agents of the Corporation with respect to activities within the scope of their services as other officials of the Corporation.

ARTICLE XV

These Articles may be amended by two-thirds (2/3) vote of Shareholders at a meeting during which seventy-five percent (75%) of the Shareholders are present.

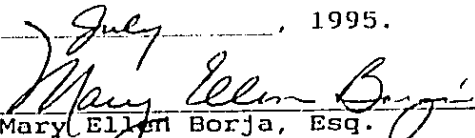
ARTICLE XVI

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

NAME	ADDRESS
Mary Ellen Borja, Esq.	Ameri-Life Towers, 1st Flr. E. 2536 Countryside Blvd. Clearwater, Florida 34623

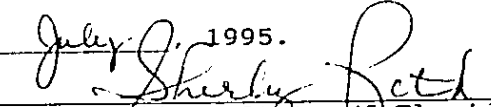
IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 24th day of July, 1995.

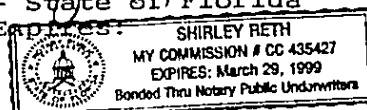

Mary Ellen Borja, Esq.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MARY ELLEN BORJA, to me known to be the person in and who executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 24th day of July, 1995.

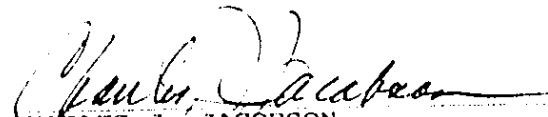

Notary Public - State of Florida
My Commission Expires:



**CERTIFICATE OF ACCEPTANCE OF REGISTERED
AGENT**

I, CHARLES J. JACOBSON, as Registered Agent for PriCare of Marion County, Inc. do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 2323 Curlew Road, Suite 7E, Pinellas County, Florida, 34683 open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: July 19th, 1995.


CHARLES J. JACOBSON
Registered Agent