

Document Number

945000060629

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

100001554101
-08/07/95--01045--027
****122.50 ****122.50

CORPORATION(S) NAME

Inphynet Managed Care Inc.

Profit Arts of Inc.

NonProfit

Amendment

Merger

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

Certified Copy

Photo Copies

CUS

Call When Ready

Call if Problem

After 4:30

Walk In

Pick Up

Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

8-7

PLEASE RETURN EXTRA COPIES
FILE STAMPED

8/7/95

76

ARTICLES OF INCORPORATION
OF
INPHYNET MANAGED CARE INC.

ARTICLE I - NAME

The name of this corporation shall be:
INPHYNET MANAGED CARE INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

1. The general nature of the business and the object and purposes proposed to be transacted and carried on, are to do any and all of the things mentioned herein, as fully and to the same extent as natural persons might or could do.

2. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise invest in and dispose of real estate and real property or any interest or rights therein without limit as to the amount to do all things and engage in all activities necessary and proper or incidental to the business of investing in and developing real estate.

3. To sell at wholesale and retail and do deal in any manner whatever in all types and descriptions of property; to do all things and engage in all activities necessary and proper or incidental to wholesale and retail business.

4. To purchase, acquire, hold, and dispose of stocks, bonds, and other obligations including judgments, interest, accounts or

debts of any corporation, domestic or foreign (except moneyed or transportation or banking, or insurance corporations) owning or controlling any articles which are or might be or become useful in the business of this company, and to purchase, acquire, hold and dispose of stocks, bonds or other obligations including judgments, interest, accounts or debts of any corporation, domestic or foreign (except moneyed or transportation or banking or insurance corporations) engaged in a business similar to that of this company, or engaged in the manufacture, use or sale of property, or in the construction or operation of works necessary or useful in the business of this company, or in which, or in connection with which, the manufactured articles, product or property of this company may be used, or of any corporation with which this corporation is or may be used, or of any corporation with which this corporation is or may be authorized to consolidate according to law, and this company may issue in exchange therefor the stocks, bonds or other obligations of this company.

5. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvement of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

6. To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this state to consolidate, or whose stock the company under the laws of this state and the provisions of this certificate is authorized to purchase and to undertake in conjunction therewith, any liabilities or any person, firm, association, or company described as aforesaid, possessing of property suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as for the consideration for the same to pay cash or to issue shares, stocks and obligations of this company.

7. To purchase, subscribe for or otherwise acquire and to hold the shares, stocks or obligations of any company organized under the laws of this state or of any other state, or of any territory of the United States, or of any foreign country, except moneyed or transportation or banking or insurance corporations, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such shares, stocks, or obligations or proceeds thereof among the stockholders of this company.

8. To borrow or raise money for any purposes of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and

mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

9. To guarantee the payment of dividends or interest on any shares, stocks, debentures or other securities issued by, or any other contract or obligation of, any corporation described as aforesaid, whenever proper or necessary for the business of the company, and provided the required authority be first obtained for that purpose, and always subject to the limitations herein prescribed.

10. To acquire by purchase or otherwise own, hold, buy, sell, convey, lease, mortgage or incumber real estate or other property, personal or mixed.

11. To buy, sell, and generally trade in, store, carry and transport all kinds of goods, wares, merchandise, provisions and supplies.

12. To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided on the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by said company only in case the same are authorized to be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same may be authorized to be exercised under the said acts above recited

under which it was organized. The said corporation may perform any part of its business outside the State of Florida, in the other states or colonies of the United States of America, and in all foreign countries.

13. And further for the purpose of transacting any and all lawful businesses.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE DOLLAR AND NO/100 (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1200 S. Pine Island Road, Plantation, Florida 33324 and the name of the initial registered agent of this corporation at that address is CT Corporation.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of the corporation is 1200 S. Pine Island Road, Suite 600, Plantation, Florida 33324.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall not be less than two (2). The names and addresses of the initial directors of this corporation are:

J. Clifford Findeiss, M.D.	Martin Arostegui, M.D.
1200 S. Pine Island Road	1200 S. Pine Island Road
Suite 600	Suite 600
Plantation, Florida 33324	Plantation, Florida 33324

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Neesa K. Warlen, Esq.
1200 S. Pine Island Road
Suite 600
Plantation, Florida 33324

ARTICLE X - AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business will be not less than Five Hundred Dollars (\$500.00).

ARTICLE XI - BYLAWS

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

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 subscriber has executed these articles of incorporation this 3rd day of August, 1995.

Neesa K. Warlen
Neesa K. Warlen, Subscriber

STATE OF FLORIDA

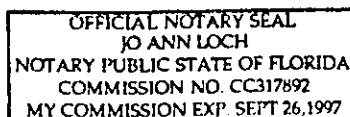
SS

COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Neesa K. Warlen, personally known to me to be the person who executed the foregoing ~~or who produced~~ _____, who executed the foregoing articles of incorporation, and he/she acknowledged before me that he/she executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 3rd day of AUGUST, 1995.

Joann Loch JOANN LOCH
Notary Public, State of
Florida



CERTIFICATE 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 Inphynet Medical Management Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Fort Lauderdale, County of Broward, State of Florida has named CT Corporation System at 1200 S. Pine Island Road, City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.

By Tanya M. Villar, Spec. Asst. Secy
CT Corporation System
Registered Agent
Tanya M. Villar, Spec. Asst. Secy

Document Number Only

P95000060629

FILED
95 JUN 31 PM 2:46
TALLAHASSEE

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

Tennant Medical Services

Tennant Medical Management Services

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS/ G/S
- After 4:30
- Pick Up

Name Availability

Document Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

2/3/95

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

95 AUG 31 PM 2:16
FILED
SECRETARY OF STATE
TALLAHASSEE

CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION OF
INPHYNET MANAGED CARE INC.

We, the undersigned President and Secretary of INPHYNET MANAGED CARE INC., a corporation organized under the laws of the State of Florida and located in the County of Broward, in such State, hereby certify:

1. The name of the Corporation is INPHYNET MANAGED CARE INC.
2. The Certificate of Incorporation is amended by the following resolution adopted by the Stockholders on August 23, 1995;

RESOLVED, that the Officers of the Corporation be, and they hereby are, authorized to take the necessary measures to amend the Corporation's Certificate of Incorporation by changing the name of the Corporation from Inphynet Managed Care Inc. to Inphynet Medical Management of Ohio Inc. to be effective as of the 1st day of September, 1995.

The Certificate of Incorporation is hereby amended so that the FIRST Article is eliminated, and the following substituted for said FIRST Article:

FIRST: The name of the corporation shall be:
INPHYNET MEDICAL MANAGEMENT OF OHIO INC.

Signed and dated at Fort Lauderdale, Florida this 29th day of August, 1995.

Inphynet Managed Care Inc.

BY: [Signature]
Martin Arostegui, President

ATTEST: [Signature]
J. Clifford Findeiss,
Secretary

STATE OF FLORIDA
SS:
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 29th day of August, 1995, personally appeared before me, the undersigned authority, Martin Arostegui and J. Clifford Findeiss, to me well known to be the President and Secretary, respectively, of Inphynet Managed Care Inc., who acknowledged before me that they executed said Certificate of Amendment of Certificate of Incorporation as their free and voluntary act and deed for the uses and purposes therein set forth and expressed.

29th IN WITNESS WHEREOF, I have hereunto set my hand and seal the day of August, 1995 at Ft. Lauderdale, Florida.

NLLSA B. Warlen
Notary Public, State of
Florida

My Commission Expires:



OFFICIAL SEAL
NLLSA B. WARLEN
My Commission Expires
Jan. 24, 1997
Com.m. No. CC 254588



P95000060629

ACCOUNT NO. : 072100000032

REFERENCE : 499575 4390339

AUTHORIZATION :

COST LIMIT : \$ 35

Patricia Smith

ORDER DATE : August 18, 1997

ORDER TIME : 10:49 AM

ORDER NO. : 499575

CUSTOMER NO: 4390339

110000279001

CUSTOMER: Ms. Fran Soldo
Medpartners, Inc.
3000 Riverchase
Galleria Tower / Ste. 1000
Birmingham, AL 35244

CHANGE OF AGENT

NAME: INPHYNET MEDICAL MANAGEMENT OF OHIO, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susana Romagosa

0110
02
03
04
05
06
07
08
09
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
00

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____
INPHYNET MEDICAL MANAGEMENT OF OHIO, INC.

1b. Date of incorporation: 8/7/95 Document number P95000060629

2. The name and address of the current registered agent and office:
C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE PLANTATION FL 33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE
August 13, 1997
DATE

Tracy P. Thrasher
Vice President and Secretary
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY: [Signature]
CORPORATION SERVICE COMPANY
DEBBIE SKIPPER

DATE 8/15/97