

P95000067112

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 222-1887

Mailing Address: Post Office Box 10149, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mail No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: New medical Director

Capital Express™

Art. of Inc. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

() Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s. _____ Copies

Courier Service

Shipping/Handling

Phone () _____

Top Priority

Express Mail Prep.

FAX () _____ pgs.

C.C. FEE.

DISBURSED

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

SN AUG 30 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY APL _____

WALK-IN

Will Pick Up 8-30-1200

Please remit invoice number with payment

TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts

Past 30 Days, 18% per Annum.

THANK YOU

from

Your Capital Connection

ARTICLES OF INCORPORATION **FILED**
OF
NEW MEDICAL DIRECTIONS, INC.

18 AUG 80 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **NEW MEDICAL DIRECTIONS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2999 N.E. 191 Street, Suite 905, North Miami Beach, Florida 33180.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Neal E. Farr, 1550 Madruga Avenue, Suite 120, Coral Gables, Florida 33146.

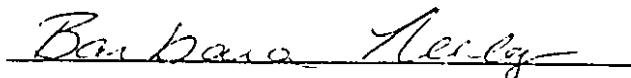
ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Richard Jacobs, M.D., 2999 N.E. 191 Street, Suite 905, North Miami Beach, Florida 33180.

The undersigned has executed these Articles of Incorporation this 30th day of August 1995.



Capital Connection, Inc.

Barbara Neeley - President
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

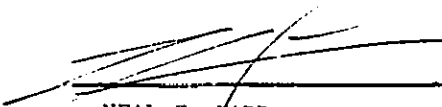
Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: NEW MEDICAL DIRECTIONS, INC.

2. The name and street address of the registered agent and office is: NEAL E. FARR, 1550 Madruga Avenue, Suite 120.

Coral Gables, Florida 33146.

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.


NEAL E. FARR

FILED
MAR 30 PM 12:09
CLERK OF STATE
TALLAHASSEE, FLORIDA

P.95000067112

**McClaskey
&
Farr**

Attorneys and Counselors
at Law

October 2, 1995

Robert M. McClaskey, Jr., CPA
Neal E. Farr, LL.M.

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: Amendment to Certificate of Incorporation;
NEW MEDICAL DIRECTIONS, INC.

Gentlemen:

1750 Madanga Avenue
Suite 120
Coral Gables, Florida 33146

Enclosed are duplicate copies of Articles of Amendment to New Medical Directions, Inc. effecting an amendment of ARTICLE I of the Certificate of Incorporation. Also enclosed is the corporation's check in the amount of \$87.50 payable to the Secretary of State and representing the following:

Area Code 305
661-4600

\$35.00 - filing fee; and

Key West
293-0160

\$52.50 - Certified copy fee.

Please return the enclosed copy of the Articles of Amendment certified by the Secretary of State to the undersigned at the above address.

Fax
204-9886

Very truly yours,


Neal E. Farr, Esq.

Paralegals
Lucy F. Gutierrez, CLA
Jo Conklin

NEF/mq
Enclosures

N/C

VS OCT 12 1995

800001602198
-10/06/95--01032--003
*****87.50 *****87.50

FILED
95 OCT -
NOV 10 1995
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NEW MEDICAL DIRECTIONS, INC.

FILED
95 OCT -5 AM 10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I. ARTICLE I of the Articles of Incorporation of NEW MEDICAL DIRECTIONS, INC., is amended to read:

THE NAME OF THE CORPORATION IS: NEW MEDICAL
DIRECTIONS PHYSICIANS GROUP, INC.

II. The foregoing amendment was unanimously adopted by the shareholders of this corporation on the 28th day of September, 1995.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment to the Certificate of Incorporation on this 28th day of September, 1995.

NEW MEDICAL DIRECTIONS, INC.

By: Richard Jacobs, M.D.
RICHARD JACOBS, M.D., President

Attest: Richard Jacobs, M.D.
RICHARD JACOBS, M.D., Secretary

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared RICHARD JACOBS, M.D., the President and Secretary of NEW MEDICAL DIRECTIONS, INC., who is personally known to me or who produced his Florida Driver's License as identification; and, who acknowledged that he did freely and voluntarily execute said Articles of Amendment for the purposes therein expressed.

WITNESS my hand and seal on this 28th day of September, 1995.

My commission expires:

M. Quintana
NOTARY PUBLIC, State of Florida at Large
MIRIAM QUINTANA

