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P.01

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: STRAWN & KONAGHAN, P.A.  
54 NE 4TH AVE  
DELRAY BEACH FL 33483-0127  
CONTACT: JOEL T. STRAWN OR AUDY R. JOHNSTON  
PHONE: (407) 278-9400  
FAX: (407) 278-9462

NAME: PLANTATION HEALTH ASSOCIATES, INC.  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
FAX AUDIT NUMBER: H95000010268  
DATE REQUESTED: 09/14/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 4  
ESTIMATED CHARGE: \$122.50  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 13:03:04  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 076215000176

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10:30 PM 9/15

ARTICLES OF INCORPORATION  
OF  
PLANTATION HEALTH ASSOCIATES, INC.

Article I. - Name

The name of this corporation is Plantation Health Associates, Inc..

Article II. - Purpose

This corporation is organized for the purpose of transacting any lawful business. .

Article III. - Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common stock, consisting of one class, and having a par value of \$1.00.

Article IV. - Preemptive Right

The shareholders of this corporation, having the same kind, class or series of stock, shall have the preemptive right to purchase, at the price which it is offered to others, a pro rata share (as nearly as may be done without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Article V. - Principal Office or  
Mailing Address: Resident Agent

The mailing address of the corporation and the initial registered office of this corporation is 8320 W. Sunrise Boulevard, Suite 105, Plantation, Florida 33322, and the name of the initial

Jeffrey L. Cohen, Esq. (Florida Bar #703966)  
Strawn, Monaghan & Cohen, P.A.  
54 Northeast Fourth Avenue  
Delray Beach, FL 33483  
(407) 278-9400

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registered agent of this corporation at that address in Cary B. Shames, D.O.

Article VI. - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Cary B. Shames, D.O.	8320 W. Sunrise Boulevard Suite 105 Plantation, FL 33322

Article VII. - Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Cary B. Shames, D.O.	8320 W. Sunrise Boulevard Suite 105 Plantation, FL 33322

Article VIII. - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

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Article IX. - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on September \_\_, 1995.

Cary B. Shames, Incorporator

STATE OF FLORIDA     )  
                              )ss:  
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Cary B. Shames, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

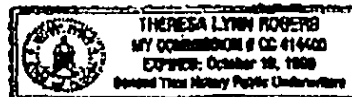
WITNESS my hand and official seal in the County and State last aforesaid this 13 day of September, 1995.

[Signature]  
Notary Public

Print Name: T. Lynn Rogers

My Commission Expires:

01 C:\-OTHER\63804\SHAMES ART  
September 13, 1995



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST -- THAT PLANTATION HEALTH ASSOCIATES, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF FORT LAUDERDALE,  
STATE OF FLORIDA, HAS NAMED CARY B. SHAMES, D.O., LOCATED AT 1451  
WEST CYPRESS CREEK ROAD, SUITE 300, CITY OF FORT LAUDERDALE, STATE  
OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SIGNATURE 

CARY B. SHAMES, D.O.  
(CORPORATE OFFICER)

TITLE PRESIDENT

DATE 9/13/95

HAVING BEEN : TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY ACCEPT DESIGNATION AS THE REGISTERED AGENT FOR THE STATED  
CORPORATION, AND I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT  
THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, FLORIDA STATUTES  
(1989).

SIGNATURE 

CARY B. SHAMES, D.O.  
(RESIDENT AGENT)

DATE 9/13/95

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September 13, 1995

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((H96000008130))) ELECTRONIC FILING COVER SHEET  
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409 EAST GAINES STREET  
TALLAHASSEE, FL 32399 DELRAY BEACH FL 33483-  
CONTACT: JOEL T. STRAWN OR AUDY R.

JOHNSTON  
FAX: (904) 922-4000

PHONE: (407) 278-9400  
FAX: (407) 278-9462

((H96000008130))) DOCUMENT TYPE: BASIC AMENDMENT  
NAME: PLANTATION HEALTH ASSOCIATES, INC.  
FAX AUDIT NUMBER: H96000008130 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 06/11/1996 TIME REQUESTED: 11:15:13  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER:  
076215000176

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*Clifford*  
*J. H. H.*

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
PLANTATION HEALTH ASSOCIATES, INC.

The following provision of the Articles of Incorporation of PLANTATION HEALTH ASSOCIATES, INC., a Florida corporation ("Corporation"), filed with the Department of State on September 15, 1995, Charter Number P95000071139 be, and it is hereby, amended as shown below:

1. Article I. of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

"ARTICLE I  
NAME

The name of this Corporation is **OUTPATIENT PROVIDER NETWORKS, INC.**"

2. Article III. of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

"ARTICLE III  
CAPITAL STOCK

The aggregate number of shares of which this Corporation shall have authority to issue is 100,000 shares of common stock, consisting of one class, and having a par value of \$1.00."

3. Article V. of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

Prepared by: Jeffrey L. Cohen, Esq.  
Bar No. 703966  
Strawn, Monaghan & Cohen, P.A.  
54 Northeast Fourth Avenue  
Delray Beach, FL 33483  
(561) 278-9400

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**"ARTICLE V  
PRINCIPAL OFFICE OR MAILING ADDRESS; REGISTERED AGENT**

The mailing address of the Corporation and the registered office of this Corporation is 430 N.W. 112th Avenue, Coral Springs, Florida 33071 and the name of the registered agent of this corporation at that address is Cary B. Shames, D.O."

The foregoing amendment was adopted by a Corporate Action by all the Directors and all the Shareholders of this Corporation, dated June 7, 1996.

IN ALL OTHER RESPECTS, I ratify and confirm all of the provisions of these Articles of Incorporation dated September 13, 1995 and filed on September 15, 1995.

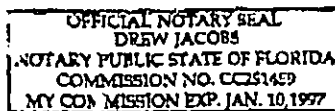
IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of June 16, 1996.

By: [Signature]  
Cary B. Shames, D.O., President

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Cary B. Shames, D.O., who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of June, 1996.



[Signature]  
Notary Public

Print Name: Drew Jacobs

My commission expires: 1/10/97