

P960000004242

TAFT, STETTINUS & HOLMISTE

1800 STAN BANK CENTER

425 WALNUT STREET

CINCINNATI, OHIO 45202-3957

513-261-2000

CABLE: TAFTHOL TWR: 513-261-2000

FAX: 513-261-0200

WASHINGTON, D.C. OFFICE
SUITE 800 - 2300 N STREET, N.W.
WASHINGTON, D.C. 20037
501-683-9088
FAX: 202-223-1812

COLUMBUS, OHIO OFFICE
TWELFTH FLOOR
51 HART STATE STREET
COLUMBUS, OHIO 43215-4841
614-221-0000
FAX: 614-221-2007

WRITERS DIRECT LINE
513-357-9408

NORTHERN KENTUCKY OFFICE
THOMAS MORE CENTRE
5670 CHANDLON DRIVE
CHRISTYVIEW HILLS, KENTUCKY 41017-3481
606-881-0800
610-381-0800
FAX: 610-381-0810

January 9, 1996

FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

200001684762
-01/10/96--01095--020
****122.50 ****122.50

Re: American Medical Group, P.A.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation which I request that you file on my behalf. I have enclosed a check in the amount of \$22.50 to cover the filing fee as well as a certified copy. Please return a certified copy of my attention in the enclosed, self-addressed, stamped envelope.

Thank you for your assistance.

Sincerely,



Kelly C. Meder
Paralegal

Enclosures

cc: Scott Wiegand, Esq.

FILED
96 JAN 10 PM 2 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date:
1-12-96

**ARTICLES OF INCORPORATION
OF
AMERICAN MEDICAL GROUP, P.A.**

FILED
96 JAN 10 AM 2:5
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a professional service corporation under the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the professional formed hereby shall be American Medical Group, P.A.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 610 E. Olympia Avenue, Punta Gorda, Florida 33950.

ARTICLE III CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock, without par value.

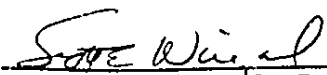
ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Stephen P. Moenning, M.D., 610 E. Olympia Avenue, Punta Gorda, Florida 33950.

ARTICLE V INCORPORATED

The name and street address of the incorporator to these Articles of Incorporation is Scott E. Wiegand, Taft, Stettinius & Hollister, 425 Walnut Street, 1800 Star Bank Center, Cincinnati, OH 45202-3957.

The undersigned has executed these Articles of Incorporation this 31st day of December, 1995.



Scott E. Wiegand, Incorporator

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

FILED
96 JAN 10 PM 2:51
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, by and through its incorporator, submits the following statement in designating the registered office/registered agent, in the state of Florida:

1. The name of the corporation is American Medical Group, P.A.
2. The name and address of the registered agent and office is:

Stephen P. Moenning, M.D.
610 E. Olympia Avenue
Punta Gorda, Florida 33950

AMERICAN MEDICAL GROUP, P.A.

By: Scott E. Wiegand
Scott E. Wiegand, Incorporator

Date: December 31, 1995

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 POSITIONS AS REGISTERED AGENT.

Stephen P. Moenning
Stephen P. Moenning, M.D.

P96000004242

1000 STAR BANK CENTER
425 WALNUT STREET

CINCINNATI, OHIO 45202-0067

513-381-8030
FAX: 513-381-0906

WRITER'S DIRECT LINK
513-337-9442

COLUMBUS, OHIO OFFICE
TWELFTH FLOOR
31 EAST STATE STREET
COLUMBUS, OHIO 43215 4221
514-881-0053
FAX 514-881-0007

NORTHERN KENTUCKY OFFICE
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513-381-8888
FAX: 513-381-8818

CLEVELAND, OHIO OFFICE
SUITE 800 - 8140 WEST CINDER ROAD
CLEVELAND, OHIO 44131-2150
216-848-0707
FAX: 216-848-0708

March 15, 1996

Florida Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, FL 32399

7000001748677
-03/19/96--01037--007
*****35.00 *****35.00

RE: American Medical Group, P.A.

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation for the above named entity. Please file this immediately upon receipt, returning a time-stamped copy of same to me in the enclosed self-addressed, stamped envelope.

Also enclosed is a check in the amount of \$35.00 to cover the filing fee and costs.

Should you have any questions, please feel free to contact our office.

Very truly yours,

Maria L. Hinkel

Maria L. Hinkel
Paralegal

MLH/ff
Enclosures
cc: Scott E. Wiegand, Esq.

FILED
96 MAR 18 PM 2:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend

VS MAR 21 1996

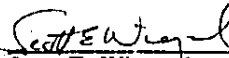
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AMERICAN MEDICAL GROUP, P.A.

FILED
96 MAR 18 PM 2:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation is: American Medical Group, P.A.
2. Article III of the Articles of Incorporation of American Medical Group, P.A. is hereby amended to read in its entirety as follows:

"The number of shares of stock that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock, without par value."
3. Said amendment was adopted on the 2nd day of March 1996.
4. Said amendment is being adopted by Scott E. Wiegand, sole Incorporator of American Medical Group, P.A. pursuant to Section 607.1005 of the Florida Business Corporation Act. No action by the stockholders was required in connection herewith.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles on the 2nd day of March, 1996.



Scott E. Wiegand
Incorporator

P96000004242

TAFT, STETTINIUS & HOLLISTER

1800 BIAH BANK CENTER

426 WALNUT STREET

CINCINNATI, OHIO 45202-3087

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606 331 2000
613 381 2000
FAX 613 381 6613

CLEVELAND, OHIO OFFICE
NINTH FLOOR
BOND COURT BUILDING
1300 EAST BIRTH STREET
CLEVELAND, OHIO 44114-1003
216 241 2000
FAX 216 241-2837

September 16, 1996

FEDERAL EXPRESS

Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

1000001264563.11
-09/17/96-0115-0015
*****35.00 *****35.00

RE: American Medical Group, P.A.

Dear Sir or Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation changing the name of the above referenced professional association. Please file this immediately upon receipt returning a time stamped copy of same to my office in the enclosed envelope.

Also enclosed is a check in the amount of \$35.00 to cover the filing fee and costs.

Should you have any questions, please feel free to contact our office.

Very truly yours,

Maria L. Hinkel

Maria L. Hinkel
Paralegal

MLH/ff

Enclosures

cc: Robert E. Rich, Esq. (w/encl.)

N/E


SEP 23 1996

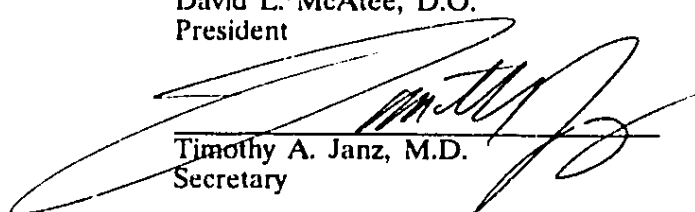
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AMERICAN MEDICAL GROUP, P.A.

FILED
96 SEP 17 PM 3:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation shall be: **University Physicians, P.A.**
2. Said amendment was adopted on the 31st day of July, 1996.
3. Said amendment was adopted by unanimous written consent of all the Shareholders and Directors of the Corporation pursuant to Section 607.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned have executed this
Amendment to the Articles on the 1 day of August, 1996.


David L. McAtee, D.O.
President


Timothy A. Janz, M.D.
Secretary