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November 7, 1996

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

RE: The Certifying Commission in Medical Management, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the articles of incorporation and the notice of registered office and registered agent for the above non-profit corporation, and a check in the amount of \$122.50, to cover the filing fees for the two items. Please return a file stamped copy to me at the following address:

Leslie V. Norwalk
Epstein Becker & Green
Suite 700
1227 25th St., N.W.
Washington, D.C. 20037

Should you require anything additional, please do not hesitate to contact me at the above telephone number. Thank you in advance for your assistance.

Very Truly Yours,



Leslie V. Norwalk

FILED
96 NOV -8 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

**THE CERTIFYING COMMISSION
IN MEDICAL MANAGEMENT, INC.**

FILED

96 NOV -8 AM 9:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation shall be The Certifying Commission in Medical Management, Inc. (hereinafter referred to as the "Corporation").

SECOND: The address of the Corporation's principal office and the Corporation's mailing address is 4890 West Kennedy Boulevard, Suite 200, Tampa, Florida 33609.

THIRD: The period of the duration of the Corporation is perpetual unless dissolved according to law. Its existence shall commence upon filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

FOURTH: The Corporation is organized to improve the health care delivery system by enhancing the management expertise available to institutions within the system. More specifically, such purposes include, but are not limited to:

- a. formalizing a management education curriculum for physicians by establishing qualifications and examining physician candidates for certification as specialists in Medical Management;
- b. serving the public, physicians, hospitals, medical schools, and other appropriate groups by providing the names of physicians certified by the Corporation;
- c. improving the quality of medical care to the public and increasing the availability of specialists in Medical Management to manage the delivery of such care;
- d. establishing and improving standards for the teaching and practice of Medical Management;
- e. establishing standards for training programs in Medical Management;
- f. awarding certificates to those candidates who fulfill the Corporation's requirements;
- g. conducting advanced management training for candidates for certification as physician executives;
- h. determining, upon request, the competence of physicians who have fulfilled the requirements of the Corporation and who voluntarily seek recognition as specialists in Medical Management; and

- i. participating in any and all other related activities permitted under the Florida Not For Profit Corporation Act.

FIFTH: It is the intention of the Corporation to qualify and remain qualified as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. Accordingly, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in this Article.

SIXTH: The manner in which the board of directors, known as the Board of Commissioners, will be elected is stated in the bylaws.

SEVENTH: The address of the initial registered office of the Corporation is 4890 West Kennedy Boulevard, Suite 200, Tampa, Florida 33609, and the name of the initial registered agent at such address is Roger S. Schenke.

EIGHTH: The name and address of the incorporator is:

Cynthia F. Reaves, Esq.
Epstein Becker & Green, P.C.
1227 25th St., N.W.
Washington, D.C. 20037

NINTH: The Corporation shall be a membership corporation and shall have no authority to issue capital stock. Membership in the Corporation shall be as provided in the Bylaws.

TENTH: In the event of dissolution or final liquidation, the remaining assets of the Corporation shall be applied and distributed as follows: all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provisions shall be made therefor; any assets held on the condition they be returned, transferred, or conveyed upon dissolution shall be disposed of in accordance with such requirements; all remaining assets of every nature and description shall be distributed to the American College of Physician Executives, if in existence, or its successor; or to any organization designated by the American College of Physician Executives to receive the funds.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation and acknowledge the same to his act.


Cynthia F. Reaves
Incorporator

November 7, 1996
Date

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 NOV -8 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned 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:
The Certifying Commission in Medical Management, Inc.
2. The name and address of the registered agent and office is:
Roger S. Schenke
The Certifying Commission in Medical Management, Inc.
4890 W. Kennedy Boulevard
Tampa, Florida 33609

SIGNATURE


(corporate officer)

TITLE

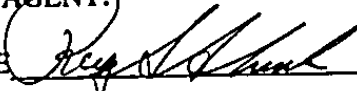
Exec. V.P.

DATE

11/5/96

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.

SIGNATURE



DATE

11/5/96