

AMY M. WILLIAMS

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P960000008650

January 22, 1996

The Hon. Jim Smith
Secretary of State
The Capitol
Tallahassee, FL 32399-0001

Re: PSO Management, Inc.

900001697209
-01/25/96--01001--011
****122.50 ****122.50


Dear Sir:

Enclosed for filing please find Articles of Incorporation of PSO Management, Inc. and Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served (original and one copy).

My check in the amount of \$122.50 is enclosed for the filing fee. Please return a stamped/filed copy of the Articles and Certificate in the enclosed, self-addressed stamped envelope.

Thank you for your attention to this matter.

Sincerely,



Amy M. Williams
Attorney at Law

AMW/ae

Enclosures

JAN 29 1996

FILED
96 JAN 24 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PSO MANAGEMENT, INC.

FILED
96 JAN 24 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
70

The undersigned subscriber to the Articles of Incorporation, natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be PSO MANAGEMENT, INC.

ARTICLE II - NATURE OF BUSINESS

A.

To engage in any activity or business allowed under the laws of the State of Florida and the laws of the United States; to provide, to market and to develop mechanisms to provide health services.

B.

To hold, lease, purchase and convey real and personal property and to mortgage or lease the same with its franchises, and to own and operate any health or medical oriented services.

C.

To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust, or by any other lawful means.

D.

For the purpose of acquisition of property, business rights or franchises, of for additional working capital, or for any other object in or about its businesses or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

E.

To buy, sell, own, or otherwise dispose of its own stock or stock in any other firm, company or corporation and to vote the same as if owned by an individual.

F.

To do and perform any other acts or things and to exercise any and all powers which a partnership or natural person could do or exercise and which are now or thereafter may be authorized by law; generally to make and perform contracts of any kind and description for the purpose of attaining any of the objectives of the corporation; and generally to do and perform any of the things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied and which specifically enumerated powers are not in limitation of any powers herein conferred and by law permitted.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock having a par value of \$1.00. It is the intention of the Board of Directors that this stock qualify under §1244 of the Internal Revenue Code.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V - REGISTERED ADDRESS AND REGISTERED AGENT

The address of the principal office of this corporation in the State of Florida is: c/o Charles W. Whetstone, C.P.A., 2111 Drew Street, Clearwater, Florida 34618, and the registered agent is AMY M. WILLIAMS, 520 - 2nd Avenue South, St. Petersburg, Florida 33701.

ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
LORAIN S. DAUGHERTY	President	1100 Pinellas Bayway
	Vice President	Unit G1
	Secretary	St. Petersburg, FL 33715
	Treasurer	

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation and the percentage of shares of stock the incorporator agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
LORAIN S. DAUGHERTY	1100 Pinellas Bayway Unit G1 St. Petersburg, FL 33715	100%

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

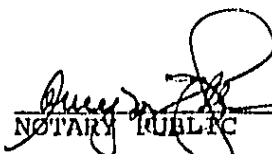
IN WITNESS THEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3rd day of January, 1996.


LORAIN S. DAUGHERTY

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that before me this date, personally appeared LORAIN S. DAUGHERTY, who is personally known to me or who produced

(personally known) as identification and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same for the purposes therein expressed this 3rd day of January, 1996.



NOTARY PUBLIC
AMY M. WILLIAMS
Printed Name of Notary Public

My Commission Expires:



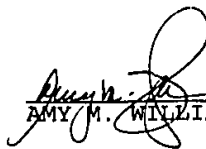
AMY M. WILLIAMS
Notary Public, State of Florida
My Comm. Exp. Jan. 23, 1998
Comm. No. CC 333221

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

Puruant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

That PSO MANAGEMENT, INC. having been organized under the laws
of the State of Florida with its principal office as indicated in
the Articles of Incorporation, in the City of Clearwater, County of
Pinellas, State of Florida, and has named AMY M. WILLIAMS at 520 -
2nd Avenue South, St. Petersburg, Florida 33701, as its agent to
accept service of process within the State.

Having been named to accept service of process for the above
named corporation, at the place designated in this certificate, I
hereby accept and agree to act i.. said capacity, and agree to
comply with the provisions of said Act relative to keeping said
office open.


AMY M. WILLIAMS

FILED
JUN 24 11 54 AM '94
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF PINELLAS
STATE OF FLORIDA

This instrument prepared by:

AMY M. WILLIAMS, ESQUIRE
520 Second Avenue South
St. Petersburg, Florida 33701
(813) 823-7788