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ACCOUNT NO : 072000000032

REFERENCE : 835000 4303929

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : February 7, 1996

ORDER TIME : 10:16 AM

ORDER NO. : 835000

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CUSTOMER NO: 4303929

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAUB & HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3230

DOMESTIC FILING

NAME: EMERGENCY ROOM PHYSICIAN
SERVICES, P.A.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

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96 FEB - 7 PM 1:57
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TALLAHASSEE, FLORIDA

T. BROWN FEB - 7 1996

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305-789-5449

February 6, 1996

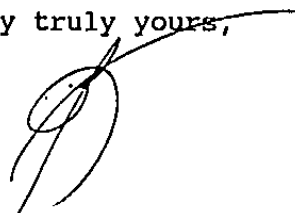
Florida Division of Corporations
DOMESTIC CHARTER SECTION
P. O. Box 6327
Tallahassee, FL 32314

RE: EMERGENCY ROOM PHYSICIAN SERVICES, P.A.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation. Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return all to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



**ARTICLES OF INCORPORATION
OF
EMERGENCY ROOM PHYSICIAN SERVICES, P.A.**

FILED
96 FEB -7 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a professional corporation under the provisions of §607 the Florida Business Corporation Act (1993) and §621 the Professional Service Corporation Act (1993), adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be **EMERGENCY ROOM PHYSICIAN SERVICES, P.A.** (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office of the corporation is 3507 S.W. 112 Court, Miami, Florida 33165 and the mailing address of the Corporation is c/o Medical Utilization Review Associates, Inc., 815 N.W. 57th Avenue, Suite 114, Miami, Florida 33126.

ARTICLE III

The general purpose for which the Corporation is organized is to engage in every aspect of the practice of medicine. The professional services involved in the Corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice medicine in the State of Florida.

The Corporation shall not engage in any business other than the practice of medicine. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

The capital stock authorized shall be 10,000 shares, such shares shall be of a single class, and shall have a par value of \$0.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, Tallahassee, Florida 32031. The initial registered agent at that address shall be Corporate Service Company.

ARTICLE VI

The name and address of the Incorporator is Alberto M. Hernandez, 1221 Brickell Avenue, Miami, Florida 33131.

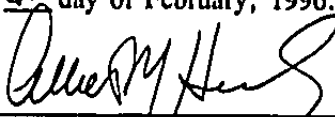
ARTICLE VII

This Corporation shall only issue its common stock to an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated.

ARTICLE X

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expenses incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer, director or shareholder of the Corporation to the full extent not prohibited by law.

Executed by the undersigned Incorporator on the 6th day of February, 1996.



Alberto M. Hernandez, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, havingg been named the Registered Agent of EMERGENCY ROOM PHYSICIAN SERVICES, P.A. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Name: Laura R. Dunlap
Title: It's Agent

Dated: 2-7-96

GTH\HERNANOA\421417.1\02/06/96

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TALLAHASSEE, FLORIDA