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FLORIDA DIVISION OF CORPORATIONS

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EDMUND BREWER CORPORATION COMPANY

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408 EAST 15TH ST. NEW YORK

MIAMI FL 93124-

TALL HASE, FL 32389

CONTACT: RAY STORMONT

(904) 922-4000

PHONE: (305) 541-3894

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MEROY PHYSICIAN ORGANIZATION, INC.

FAX AUDIT NUMBER: H98000002144

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/14/1996

TIME REQUESTED: 11:23:31

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: O

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**ARTICLES OF INCORPORATION
OF
MERCY PHYSICIAN ORGANIZATION, INC.**

FILED
95 FEB 14 PM 1:00
TALLAHASSEE, FLORIDA

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is Mercy Physician Organization, Inc. (the "Corporation").
- SECOND:** The street address of the initial principal office is unknown, however, the mailing address of the Corporation is c/o Broad and Cassel, 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Mike Segal, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting in any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have four directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than four. The names of the initial directors and officers of the Corporation are:
- Julio Pita, M.D., President and Director
Jose Noy, M.D., Vice President and Director
Herminio Garcia-Estrada, M.D., Secretary and Director
Cristobal Viera, M.D., Treasurer and Director
- EIGHTH:** The Corporation shall indemnify its officers and directors, and its former officers and directors to the fullest extent permitted by law.

Mike Segal, P.A.
Florida Bar #0124779
Broad and Cassel
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131
(305) 373-9400

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NINTH: The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation and the Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of February, 1996.



Nika Segal, Incorporator

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: *Allison A. Lichter*
Allison A. Lichter, Vice President

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TALLAHASSEE, FLORIDA

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FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MERCY PHYSICIAN ORGANIZATION, INC.
AUDIT NUMBER.....H96000013082
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 2
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 19, 1996

MERCY PHYSICIAN ORGANIZATION, INC.
4 BROAD AND CASSEL
201 S. BISCAYNE BLVD. SUITE 300
MIAMI, FL 33131

SUBJECT: MERCY PHYSICIAN ORGANIZATION, INC.
REF: P96000014058

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Corporate Specialist

FAX Aud. #: B96000013082
Letter Number: 396A00043297



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1996

MERCY PHYSICIAN ORGANIZATION, INC.
% BROAD AND CASSEL
201 S. BISCAYNE BLVD. SUITE 300
MIAMI, FL 33131

SUBJECT: MERCY PHYSICIAN ORGANIZATION, INC.
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Linda Stitt
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MERCY PHYSICIAN ORGANIZATION, INC.**

The undersigned duly authorized director and officer of Mercy Physician Organization, Inc., a Florida corporation (the "Corporation"), pursuant to the Florida Business Corporation Act (Florida Statutes, Chapter 607) hereby certifies the following Articles of Amendment to the Articles of Incorporation for the Corporation:

FIRST: The name of the corporation is Mercy Physician Organization, Inc. (the "Corporation").

SECOND: Article "First" of the Articles of Incorporation of the Corporation is hereby amended by striking out Article "First" thereof and by substituting in lieu of said Article "First" the following new Article "First":

"FIRST: The name of the corporation is Mercy Doctors Organization, Inc. (the "Corporation")."

THIRD: These Articles of Amendment to the Articles of Incorporation of the Corporation were adopted on September 17, 1996.

FOURTH: The Corporation has not yet issued shares.

FIFTH: The directors of the Corporation adopted these Articles of Amendment to the Articles of Incorporation of the Corporation without shareholder action in accordance with the Florida Business Corporation Act.

SIXTH: Shareholder action was not required pursuant to the Florida Business Corporation Act (Florida Statutes, Section 607.1005).

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment to the Articles of Incorporation of the Corporation on this 17th day of September, 1996.

Mike Segal
Florida Bar #0124779
Broad and Cassal
201 S. Biscayne Blvd., Suite 3000
Miami, Florida 33131
(305) 373-9400

MERCY PHYSICIAN ORGANIZATION, INC.

By: 
Julio C. Pita, M.D.
Director and President

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