

P96000014062
WILSON WS SUAREZ

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

CAPITAL BANK BUILDING • MEZZANINE
2101 LE JUNG ROAD
CORAL GABLES, FLORIDA 33134-4200

TELEPHONE (305) 440-7300
FACSIMILE (305) 440-7330

February 8, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Progressive Medical Centers of South Florida, Inc.

Dear Sirs:

Enclosed please find the original and a copy of the Articles of Incorporation of Progressive Medical Centers of South Florida, Inc. Also enclosed is a check in the amount of \$122.50.

It is my desire to incorporate as soon as possible and your prompt attention to that effect would be greatly appreciated. If you have any questions, please do not hesitate to contact me.

Very truly yours,

J. EVERETT WILSON

EJW/jr

Enclosures

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-02/13/96--01042--017
***122.50 ***122.50

2/15/96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 FEB 12 AM 7:52

**ARTICLES OF INCORPORATION
OF
PROGRESSIVE MEDICAL CENTERS OF SOUTH FLORIDA, INC.**

ARTICLE I

NAME

The name of the Corporation shall be PROGRESSIVE MEDICAL CENTERS OF SOUTH FLORIDA, INC.

ARTICLE II

PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

STOCK

This Corporation is authorized to issue 1000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS

The street address of the initial Registered Office of this Corporation and of its principal office is 2151 LeJeune Road, Mezzanine, Coral Gables, Florida 33134, and the name of the initial Registered Agent of this Corporation at that address is J. EVERETT WILSON. The mailing address is the same.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to

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time by the By Laws but shall never be less than one. The name and address of the initial Directors of this Corporation are:

NAME	ADDRESS
Jeffrey M. Feiler	c/o J. Everett Wilson Wilson & Suarez 2151 LeJeune Road, Mezzanine Coral Gables, FL 33134
Clifford Fruithandler	c/o J. Everett Wilson Wilson & Suarez 2151 LeJeune Road, Mezzanine Coral Gables, FL 33134

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is:

J. Everett Wilson	c/o Wilson & Suarez 2151 LeJeune Road, Mezzanine Coral Gables, FL 33134
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ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 8th day of February, 1996.


J. EVERETT WILSON

STATE OF FLORIDA)
COUNTY OF DADE) SS:

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared J. EVERETT WILSON, personally known by me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the Country and State named above, this 8 day of February 1996.

Notary Public, State of Florida
at Large

My commission expires:



OFFICIAL SEAL
GONZALO PEREZ
My Commission Expires
Feb. 23, 1996
Comm. No. CC 182136

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above Corporation at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.

J. EVERETT WILSON



THE UNITED STATES
CORPORATION
COMPANY

P96000014062

ACCOUNT NO. : 072100000032

REFERENCE : 207741 6475A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 2, 1997

ORDER TIME : 10:32 AM

ORDER NO. : 207741

CUSTOMER NO: 6475A

CUSTOMER: Ms. Christy Erdman
Atkinson Diner Stone &
P. O. Drawer 2088

Hollywood, FL 33022-2088

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-01/02/97--01032--007
*****35.00 *****35.00

CHANGE OF AGENT

NAME: PROGRESSIVE MEDICAL CENTERS OF
SOUTH FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

FILED
97 JAN -2 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA Change
1/3/97
De

**CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT
OF
PROGRESSIVE MEDICAL CENTERS OF SOUTH FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.0502 of the Florida Statutes,
the following is submitted:

1. The name of the corporation is Progressive Medical
Centers of South Florida, Inc., a Florida corporation.

2. The street address of its current registered office is
2151 LeJeune Road, Mezzanine, Coral Gables, Florida 33134.

3. The street address to which the registered office is to
be changed is as follows:

1946 Tyler Street
Hollywood, FL 33020

4. The name of the corporation's current registered agent is
J. Everett Wilson.

5. The name of the successor registered agent is Mark A.
Coel, Esq.

6. The street address of the corporation's registered office
and the street address of the business of its registered agent, as
changed, will be identical.

7. The change of registered office and registered agent was
authorized by resolution duly adopted by its Board of Directors.

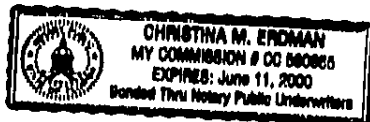
Progressive Medical Centers of South
Florida, Inc.

By:


Jeffrey M. Feiler, its President

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 31st
day of December, 1996, by Jeffrey M. Feller, to me
personally known _____ or produced identification ✓. Type of
Identification produced FL drivers license.



Christina Marie Erdman
Name: _____
Notary Public
My Commission Expires: _____
Commission No.: _____

ACCEPTANCE BY NEW REGISTERED AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in this document
changing the registered office and registered agent of the
corporation, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.



Mark A. Coel, Esq.
Registered Agent

Date: December 31, 1996



THE UNITED STATES
CORPORATION
COMPANY

P96000014062

ACCOUNT NO. : 072100000032

REFERENCE : 207741

6475A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 2, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 207741-005

CUSTOMER NO: 6475A

CUSTOMER: Ms. Christy Erdman
Atkinson Diner Stone &
P. O. Drawer 2088

Hollywood, FL 33022-2088

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: PROGRESSIVE MEDICAL CENTERS OF
SOUTH FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
97 JAN -2 PM 12:13
DIVISION OF CORPORATION

Amendments
1/6/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1997

CSC - DEBORAH SCHRODER
TALLAHASSEE, FL

SUBJECT: PROGRESSIVE MEDICAL CENTERS OF SOUTH FLORIDA, INC.
Ref. Number: P96000014062

RESUBMIT
Please give original
submission date & file date.

We have received your document for PROGRESSIVE MEDICAL CENTERS OF SOUTH FLORIDA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 797A00000209

97 JAN 6 PM 4:05
CSC/140620

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

PROGRESSIVE MEDICAL CENTERS OF SOUTH FLORIDA, INC.

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Business Corporation Act, the above named corporation adopts the following Articles of Amendments to its Articles of Incorporation:

1. The name of the corporation is PROGRESSIVE MEDICAL CENTERS OF SOUTH FLORIDA, INC.

2. The address of the corporation is amended to be 5417 West Atlantic Boulevard, Margate, Florida 33063.

3. The foregoing amendment is adopted by the Directors of the Corporation pursuant to Section 607.0821 of the Florida Business Corporation Act this 31st day of December, 1996, and requires no shareholder action.


Jeffrey M. Feiler, Director

December 31, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA