

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PH 2/22/94

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____

BY *[Signature]* CK No. _____

WALK-IN *2/22 1:00*
Will Pick Up _____

RE: Central

Digestive
Consultants

No 52345

98 FEB 22 PM 1:31

SECRETARY OF STATE DISBURSED
TALLAHASSEE, FLORIDA

☒ Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ () Cert. Copy(s)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prop.
☐ FAX () pgs.

600001721536
-02/22/96-01060-020
****122.50 ****122.50

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

RECEIVED
98 FEB 22 AM 1:29
DIVISION OF CORPORATION

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

PHYSICIAN MANAGED CARE ORGANIZATION

CENTRAL FLORIDA DIGESTIVE DISEASE CONSULTANTS, INC.

FILED

96 FEB 22 PM 1:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the Corporation shall be Central Florida Digestive Disease Consultants, Inc. (hereinafter, the "Corporation").

ARTICLE TWO

ADDRESS OF PRINCIPAL OFFICE

The address of the initial principal office is 661 E. Altamonte Drive, Suite 325, Altamonte Springs, Florida 32701. In addition, the mailing address of the corporation is 661 E. Altamonte Drive, Suite 325, Altamonte Springs, Florida 32701.

ARTICLE THREE

DURATION

The duration of the Corporation's existence shall be perpetual.

ARTICLE FOUR

PURPOSES

The Corporation is being formed to develop and operate an organization which contracts with physicians and third party payors, supports the provision of managed health care services and conducts any other business permitted a Business Corporation.

ARTICLE FIVE

CLASSES OF SHARES

- (1) The Corporation shall have authority to issue 1,000 shares of common stock, par value of one dollar.
- (2) The common shares shall share equally in any dividends and any distribution of net assets of the Corporation upon dissolution.
- (3) Only the holders of the common shares shall be entitled to elect the Directors of the Corporation.

ARTICLE SIX

REGISTERED AGENT

The Corporation shall maintain its registered office at the following street address: 661 E. Altamonte Drive, Suite 325, Altamonte Springs, Florida 32701.

The Corporation's initial registered agent at such address is David H. Lebloda, M.D., who is a resident of the state of Florida and a director of the Corporation.

ARTICLE SEVEN

INCORPORATOR

The name and street address of the Incorporators of the Corporation are: David H. Lebloda, M.D., 661 E. Altamonte Drive, Suite 325, Altamonte Springs, Florida 32701 and Henry Levine, M.D., 2501 North Orange Avenue, Suite 200, Orlando, Florida 32804.

ARTICLE EIGHT

DIRECTORS

The number of directors of the Corporation may be fixed by the bylaws. The number of directors constituting the initial board of directors shall be four (4); and the names and addresses of two initial persons who are to serve as directors until the first annual meeting of the shareholders are:

David H. Lebloda, M.D.
661 E. Altamonte Drive
Suite 325
Altamonte Springs, Florida 32701

Henry Levine, M.D.
2501 North Orange Avenue
Suite 200
Orlando, Florida 32804

Thereafter, the Directors shall be elected as required by the Bylaws.

ARTICLE NINE

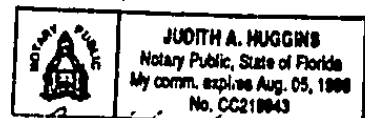
LIABILITY AND INDEMNIFICATION

The Bylaws of the Corporation may provide for the limitation of liability and indemnification of Officers and Directors to the fullest extent permitted by applicable law.

The undersigned incorporators have executed these Articles of Incorporation this 20th day of February, 1996

David H. Lebloda
Signature

Henry Levine
Signature



Judith A. Huggins
2/19/96 For David H. Lebloda
Signature only

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 FEB 22 PM 1:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Central Florida Digestive Disease Consultants, Inc.
2. The name and address of the registered agent and office is:

David H. Lebioda, M.D.
(Name)

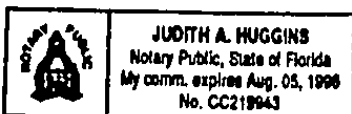
661 E. Altamonte Drive, Suite 325
(Address)

Altamonte Springs, Florida 32701
(City, State, Zip)

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.

David H. Lebioda
(Signature)

2/19/96
(Date)



Judith A. Huggins
2/19/96