

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. 1-800-342-6062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

.....
REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY nc _____

WALK-IN 2/26 1:00pm
Will Pick Up _____

RE: INUSION FILED
of Melbourne, FL 32911

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Capital Express™

☐ Art. of Inc. File _____

☐ Corp. Record Search _____

☐ Ltd. Partnership File _____

☒ Foreign Corp. File _____

☐ () Cert. Copy(s) _____

☐ Art. of Amend. File _____

☐ Resolution/Withdrawal _____

☐ U.S. _____

☐ Fictitious Name File _____

☐ Name Reservation _____

☐ Annual Report/Reinstatement _____

☐ Reg. Agent Service _____

☐ Document Filing _____

400001724284

☐ 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. _____

SUBTOTALS _____

FEE..... \$ _____
DISBURSED..... \$ _____
SURCHARGE..... \$ _____
TAX on corporate supplies..... \$ _____
SUBTOTAL..... \$ _____
PREPAID..... \$ _____
BALANCE DUE..... \$ _____

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

RECEIVED
FEB 26 PM 1:41
DIVISION OF CORPORATIONS

PHYSICIAN NETWORK OF MELBOURNE, INC.

ARTICLES OF INCORPORATION

FILED

96 FEB 26 PM 2:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is: Physician Network of Melbourne, Inc.

ARTICLE II

INITIAL OFFICE

The initial registered office of the Corporation shall be 516 N. Harbor City Blvd., Melbourne, Florida 32935. The initial registered agent of the Corporation shall be John R. Kancilia.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal office and place of business of the Company is 1402 Oak Street, Melbourne, Florida 32901.

ARTICLE IV

PURPOSE

The purposes of the Company shall include the following:

(1) To work with managed care organizations to provide for the cost-effective delivery of health care goods and services through an integrated delivery system of physicians, hospitals and other health care providers in the State of Florida, and to take such lawful actions as may be reasonably necessary or appropriate to accomplish such purpose;

(2) To provide practice management services to physicians and physician group practices, and to take such lawful actions as

may be reasonably necessary or appropriate to accomplish such purpose; and

(3) To engage in any other lawful activities and businesses as the Directors shall determine.

ARTICLE V

INCORPORATOR

The Incorporator shall be John R. Kancilia, whose address is 516 N. Harbor City Blvd., Melbourne, Florida 32935.

ARTICLE VI

STOCK

The Corporation shall have the authority, exercisable by its Board of Directors, to issue 10,000 shares of Class A Common Stock, par value \$0.01 and 10,000 shares of Class B Common Stock, par value \$0.01. Each class of stock shall have the right to elect its own Directors, as defined below. Each share of Class A and Class B Stock shall have:

(i) equal rights upon dissolution and liquidation of the Corporation;

(ii) equal right to such distribution or dividends as shall be declared by the Board of Directors; and

(iii) equal voting rights within each class.

ARTICLE VII

DIRECTORS

The Corporation shall have not less than five (5) nor more than fifteen (15) Directors. The Board of Directors shall be divided into two classes: (i) the "Class A Directors", consisting of not less than three (3) nor more than thirteen (13) physicians who shall be nominated and elected by the Class A Shareholders as a group; and (ii) the "Class B Directors", consisting of two (2)

Directors elected by the Class B Shareholders. Within these limits, the number of Directors within each class shall be determined by the Board of Directors.

The names and addresses of the Initial Board of Directors are as follows:

Class A Directors

Raymond A. Armstrong, M.D.
1331 Valentine Street
Melbourne, FL 32901

John C. Turse, M.D.
1402 Oak Street
Melbourne, FL 32901

Guy Hoagland, M.D.
1257 S. Florida Avenue
Rockledge, FL 32955

Class B Directors

Sarah C. Garvin
5775-A Glenridge Drive
Suite 125
Atlanta, GA 30328

Julie Rawls Moore
5775-A Glenridge Drive
Suite 125
Atlanta, GA 30328

ARTICLE VIII

LIABILITY

The Board of Directors shall not be liable to the Corporation or to any person for any losses sustained or liabilities incurred as a result of any act or omission of the Directors unless the act or omission is described in Section 602.0831, Fla. Stat. Any act or omission, if done or omitted to be done in reliance, in whole or in part, upon the advice of independent legal counsel or independent certified public accountants selected with reasonable care, will be presumed to have been done or omitted in good faith, without recklessness, without a malicious purpose, in a manner not exhibiting wanton and willful disregard of human rights, safety or property and in a manner not exhibiting conscious disregard for the best interests of the Corporation or willful misconduct.

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

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

FIRST, that PHYSICIAN NETWORK OF MELBOURNE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named JOHN R. KANCILIA, located at 516 N. Harbor City Blvd., Melbourne, FL 32935, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



JOHN R. KANCILIA

ARTICLE IX

INDEMNIFICATION

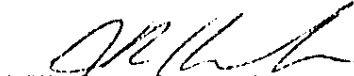
FILED

96 FEB 26 PM 2:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Corporation shall be permitted to indemnify any officer, director, or employee, or any former officer, director, or employee from claims or damages and reasonable attorneys' fees relating to or arising out of their acts or omissions in the performance of their official duties and responsibilities for the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation on this 23rd day of February, 1996.



John R. Kancilia
Incorporator

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 () _____

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 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

N. HENDRICKS MAR 13 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	AC		CK No.
BY			

WALK-IN 3/13 11:00
 Will Pick Up

RE:

Physician Network
 of Melbourne, Inc.

C.C. FEE.

DISBURSED

Capital Express™		
Art. of Inc. Fila		
Corp. Record Search		
Ltd. Partnership Fila		
Foreign Corp. Fila		
() Cert. Copy(s)		
Art. of Amend. Fila		
Dissolution/Withdrawal		
C U S-		
Fictitious Name Fila		
Name Reservation	1000001741481	
Annual Report/Restatement	03/13/96-01044-024	
Reg. Agent Service	*****87.50	*****87.50
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Fila		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()		pgs.

SUBTOTALS

FEE.....	\$ 05
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

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 AMENDMENT
OF
THE ARTICLES OF INCORPORATION
OF
PHYSICIAN NETWORK OF MELBOURNE, INC.

FILED
96 MAR 13 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, the sole incorporator of PHYSICIAN NETWORK OF MELBOURNE, INC., does hereby enact these Articles of Amendment to the Articles of Incorporation of PHYSICIAN NETWORK OF MELBOURNE, INC.

I. The name of the corporation is PHYSICIAN NETWORK OF MELBOURNE, INC.

II. Article I, NAME, of the Articles of Incorporation of the corporation is hereby amended to read as follows:

"ARTICLE I

NAME

The name of the corporation is: PHYSICIAN NETWORK OF BREVARD, INC."

III. The foregoing amendment was adopted on March 12, 1996.

IV. These Articles of Amendment were adopted by the sole incorporator of the corporation without shareholder action. The amendment was adopted prior to the issuance of shares by the corporation and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 12th day of March, 1996.



John R. Kancilia, Incorporator