

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



16000024624

ACCOUNT NO. : 072100000032

REFERENCE : 886442 81386A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 19, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 886442

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq
ROBERT E. AYLWARD, ESQ

Suite 2425
100 North Tampa Street
Tampa, FL 33602

100001749441
-03/19/96--01090--010
****122.50 ****122.50

DOMESTIC FILING

NAME: PHYSICIANS SURGICAL NETWORK,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

FILED
96 MAR 19 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FL 32304

RECEIVED
96 MAR 19 / 10:10
TALLAHASSEE, FL 32304

T. BROWN MAR 20 1996

**ARTICLES OF INCORPORATION
OF
PHYSICIANS SURGICAL NETWORK, INC.**

FILED
96 MAR 19 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act (the "Act"), and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is:

PHYSICIANS SURGICAL NETWORK, INC.

ARTICLE 2

Purposes

The purposes for which the corporation is organized and is to be operated include, but are not limited to, the following:

(1) To promote and develop a coordinated and cost-effective network for the distribution and delivery of health care services; to improve the delivery and quality of health care services; to provide administrative and management services; to review and evaluate medical contracts; and to investigate practice alternatives; and

(2) To work with the general public, employers' and employees' associations, and other organizations and individuals to improve the availability of health care services to the public.

ARTICLE 3

Principal Office

The principal office and mailing address of this corporation is: 825 North Garland Ave., Suite 201, Orlando, Florida 32801.

ARTICLE 4

Shares

This corporation is authorized to issue 1,000,000 shares of voting common stock, par value \$.01 per share.

ARTICLE 5

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 100 North Tampa Street, Suite 2425, Tampa, Florida 33602; and the name of the initial registered agent of this corporation is: ROBERT E. AYLWARD.

ARTICLE 6

Incorporator

The name and address of the person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
D. Jeffery Sapp	825 North Garland Ave. Suite 201 Orlando, Florida 32801

ARTICLE 7

Amendment

The stockholders reserve the right to amend, alter, change, or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on directors and officers herein are granted subject to this reservation.

ARTICLE 8

Indemnification

This corporation may enter into indemnification agreements and adopt bylaw provisions for the indemnification of any director, officer, employee, or agent of the corporation, or may provide, at the corporation's election, for indemnification of any director, officer, employee, or agent of the corporation without agreement or bylaw provisions to the full extent permitted by law.

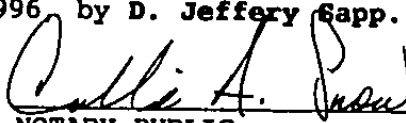
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 15 day of March, 1996.



D. JEFFERY SAPP

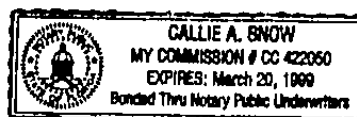
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged and sworn to before me this 15 day of March, 1996 by D. Jeffery Sapp. He is personally known to me.



NOTARY PUBLIC

My Commission Expires:



PHYSICIANS SURGICAL NETWORK, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FILED
96 MAR 19 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Robert E. Aylward, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.



ROBERT E. AYLWARD

PSA/IPACHTR