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L. JAMES DICKSON, P.A.
ATTORNEY AT LAW

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13577 FEATHER SOUND DRIVE, SUITE 190
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April 1, 1996

MAILING ADDRESS:
POST OFFICE BOX 17245
CLEARWATER, FLORIDA 34622-0245

VIA UPS DELIVERY

EFFECTIVE DATE
4-1-96

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

500001767025
-04/02/96--01114--017
*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION - FLORIDA MEDICAL MANAGEMENT, SERVICES, INC.

Dear Madam or Sir:


Enclosed please find two (2) fully executed originals of the Articles of Incorporation Florida Medical Management, Services, Inc.

Please file these Articles of Incorporation of record, and furnish me an approval stamped copy of the filed Articles. Also enclosed is this firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees.

Please note that an effective date of April 1, 1996 has been requested.

Thank you for your cooperation and assistance. If you should have any questions, please do not hesitate to give me a call.

Very truly yours,



L. JAMES DICKSON

Enclosures

cc: Allan E. Katz, M.D. (w/o enclosure)

AL APR - 9 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR - 2 AM 11:52

FILED

**ARTICLES OF INCORPORATION
OF
FLORIDA MEDICAL MANAGEMENT SERVICES, INC.**

FILED

96 APR -2 AM 11:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article 1
Name**

EFFECTIVE DATE

4-1-96

The name of this corporation is:

FLORIDA MEDICAL MANAGEMENT SERVICES, INC.

**Article 2
Duration: Effective Date**

This corporation shall exist perpetually, commencing April 1, 1996,

**Article 3
Purposes**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**Article 4
Capital Stock**

This corporation shall be authorized to issue One Million (1,000,000) shares of Common Stock, each having a par value of One Cent (\$.01).

**Article 5
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation shall be Feather Sound Corporate Center II, 13577 Feather Sound Drive, Suite 190, Clearwater, Florida 34622. The name of the initial registered agent of this corporation at that address shall be L. James Dickson.

**Article 6
Principal Office and Mailing Address**

The principal office, and mailing address, of this corporation shall be:

6449 - 38th Avenue North
St. Petersburg, Florida 33710

Article 7
Initial Board of Directors

The number of directors comprising the full Board of Directors of the corporation shall initially be three (3). The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than one (1). The names and addresses of the initial directors comprising the first Board of Directors of this corporation are as follows:

Allan E. Katz, M.D.
6449 - 38th Avenue North, Suite C-4
St. Petersburg, Florida 33710

Freddy Camuzzi, M.D.
6450 - 38th Avenue North, Suite 110
St. Petersburg, Florida 33710

Akshay Desai, M.D.
2150 49th Street North
St. Petersburg, Florida 33710

Article 8
Incorporator

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

L. James Dickson, Esq.
L. James Dickson, P.A.
Feather Sound Corporate Center II
13577 Feather Sound Drive, Suite 190
Clearwater, Florida 34622

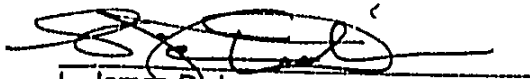
Article 9
Bylaws

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**Article 10
Amendment**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this April 1, 1996.


L. James Dickson
Incorporator

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept appointment as registered agent. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, *Florida Statutes*.

Date: April 1, 1996


L. James Dickson
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA