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April 4, 1996

VIA FEDERAL EXPRESS

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

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-04/05/96--01069--010
***122.50 ***122.50

Re: Physician Peer Review Services, Inc.

Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation for the above corporation, which began its existence on April 1, 1996. Also enclosed is our firm check for \$122.50 to cover the \$35.00 filing fee, \$52.50 fee for the certified copy and the \$35.00 fee for the designation of registered agent.

Once the Articles have been filed, please return the certified copy to me at the above address. Thank you for your assistance.

Sincerely,

Linda Smith

Linda Smith, Legal Assistant to
Robert W. Mead, Jr.

Is

Enclosures

cc: Andrew S. Taussig, M.D.
Hall B. Whitworth, M.D.
Scott J. Pollak, M.D.
Thomas A. Thomas, C.P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -5 PM 1:21

4/10/96

EFFECTIVE DATE

4/1/96

ARTICLES OF INCORPORATION

OF

PHYSICIAN PEER REVIEW SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned, acting as the incorporators of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby form a corporation for profit under the laws of the State of Florida and adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation will be **Physician Peer Review Services, Inc.**

ARTICLE II - TERM OF EXISTENCE

This Corporation will exist perpetually, commencing on April 1, 1996.

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Corporation will be located at 111 North Orange Avenue, Suite 750, Orlando, Florida 32801.

ARTICLE IV - GENERAL PURPOSE

The general purpose for which this Corporation is organized will be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida will be 500 East Colonial Drive, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Scott J. Pollak, M.D. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATORS

The name and street address of the incorporators of this corporation are:

<u>Name</u>	<u>Street Address</u>
Andrew S. Taussig, M.D.	500 East Colonial Drive Orlando, Florida 32803
Hall B. Whitworth, Jr., M.D.	500 East Colonial Drive Orlando, Florida 32803
Scott J. Pollak, M.D.	500 East Colonial Drive Orlando, Florida 32803

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

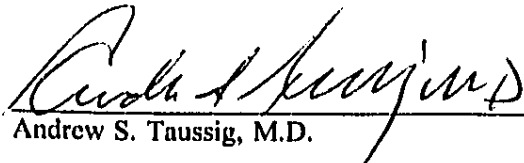
- A. The initial number of directors of this Corporation will be three (3).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and street address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are.

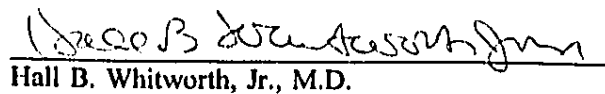
<u>Name</u>	<u>Street Address</u>
Andrew S. Taussig, M.D.	500 East Colonial Drive Orlando, Florida 32803
Hall B. Whitworth, Jr., M.D.	500 East Colonial Drive Orlando, Florida 32803
Scott J. Pollak, M.D.	500 East Colonial Drive Orlando, Florida 32803

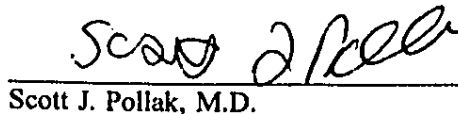
ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at Orlando, Florida, this ____ day of March, 1996.


Andrew S. Taussig, M.D.


Hall B. Whitworth, Jr., M.D.


Scott J. Pollak, M.D.

Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I

am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Scott J. Pollak
Scott J. Pollak, M.D.

Date: March _____, 1996

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SECRETARY OF STATE
TAMPA, FLORIDA
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