

P96000041733
SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CHADLAKH CENTER, SUITE 600
250 AUSTRALIAN AVENUE, SUITE 111
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P.O. BOX 3555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (407) 835-0500
FACSIMILE (407) 835-0530

JAMES A. FARRELL
(407) 835-0530

May 8, 1996

Via Federal Express

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

000001816910
-05/10/96--01070--018
*****122.50 *****122.50

Re: Okeechobee Physician Alliance, Inc.

Ladies and Gentlemen:

Enclosed herewith is one executed original and one copy of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State in the amount of \$122.50, in payment of the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>

\$122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

J. A. Farrell

James A. Farrell

MAY 15 1996 BSB

Enclosures
WPB05 18001

AMSTERDAM OFFICE
EUROPA BOULEVARD 59
1013 AD AMSTERDAM,
THE NETHERLANDS
TELEPHONE 011-3120-661-0969
FACSIMILE 011-3120-642-1475

KEY LARGO OFFICE
OCEAN REEF CLUB
31 OCEAN REEF DRIVE
SUITE A206
OCEAN REEF PLAZA
KEY LARGO, FLORIDA 33037
TELEPHONE (305) 367-2881

LONDON OFFICE
43 MOUNT STREET
LONDON W1Y 5RE ENGLAND
TELEPHONE 011-44171-493-4040
FACSIMILE 011-44171-493-4299

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358-6300
BROWARD (305) 467-8841
FACSIMILE (305) 391-9982

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-3200
FACSIMILE (407) 423-8316

ARTICLES OF INCORPORATION
OF
OKEECHOBEE PHYSICIANS ALLIANCE, INC.

FILED
96 MAY -9 PM 3:41
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be OKEECHOBEE PHYSICIANS ALLIANCE, INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is attn. Mark Levine, M.D., Post Office Box 1307, Okeechobee, Florida 34973.

ARTICLE III

Purpose

This Corporation is organized for the purpose of networking physicians for providing diagnostic, medical and surgical care to members of Health Maintenance Organizations, Preferred Provider Organizations and other pre-paid health plans including Accountable Health Partnerships, regional and corporate health alliances on a capitated

or other risk basis, and pooling and sharing the risks inherent in the provision of such medical care and reimbursement, and for the following additional purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplement thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o James A. Farrell, Esq., Shutts & Bowen, Suite 500 East, 250 S. Australian Ave., W. Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is James A. Farrell.

ARTICLE VII

Board of Directors

This Corporation shall have seven (7) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than two (2). The names and addresses of the initial directors of this Corporation is as follows:

John Chang, M.D.	235 N.E. 19th Drive Okeechobee, FL 34972
Muhammad A. Chaudhary, M.D.	206 N.E. 18th Drive Okeechobee, FL 34972
Manuel Garcia, M.D.	306 N.E. 19th Drive Okeechobee, FL 34972
Richard James, M.D.	245 N.E. 19th Drive Okeechobee, FL 34972
Marc Levine	P.O. Box 1307 Okeechobee, FL 34973
David Sigalow, M.D.	215 N.E. 19th Drive Okeechobee, FL 34972
Bradford Slutsky, M.D.	406 N.W. 4th Street Okeechobee, FL 34972

ARTICLE VIII

Officers

The affairs of this Corporation shall be managed by a President, Vice President, Secretary, Treasurer, and such other additional officers as may be provided by the Bylaws, any combination of which titles may be united in one person. The officers shall

serve as set forth in the Bylaws of the Corporation. The names of the first officers of this Corporation, who shall serve until such time as they resign, are removed, or their successors are elected, appointed and have qualified are:

President	Marc Levine, M.D.
Vice President	Muhammad A. Chaudhary, M.D.
Secretary	John Chang, M.D.
Treasurer	Bradford Slutsky, M.D.

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and upon the approval of the Shareholders.

ARTICLE X

Amendment of Articles

These Articles may be amended at any time by the Board of Directors, and upon the approval of the Shareholders.

ARTICLE XI

Indemnification

1. The Corporation hereby indemnifies any Officer or Director made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of settlement or such action, or in connection with an appeal therein, if such person acted in good faith in the

reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such

person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XII

Incorporator

The name and address of the person signing these Articles is as follows: Mark Levine, M.D., Post Office Box 1307, Okeechobee, Florida 34973.

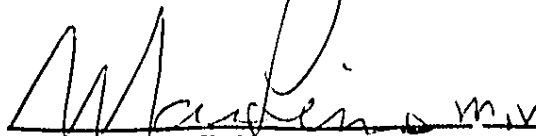
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of April, 1996.


Mark Levine, M.D., Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT OKEECHOBEE PHYSICIANS ALLIANCE, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT CITY OF OKEECHOBEE, STATE OF FLORIDA HAS NAMED
JAMES A. FARRELL, LOCATED AT SUITE 500, 250 S. AUSTRALIAN AVE., W. PALM
BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.


MARK LEVINE, M.D.

Incorporator

(Title)

April 17, 1996
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE
OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.325, FLORIDA
STATUTES.


JAMES A. FARRELL, Registered Agent

April 8, 1996
(Date)

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me this 17 day of April, 1996, by Mark Levine, M.D., as Incorporator, of Okeechobee Physicians Alliance, Inc., a corporation, to me well known, and whom did not take an oath.

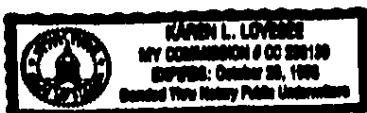
Karen L. Lovesee
Sign Name

Karen L. Lovesee
Print Name

Notary Public, State and County
aforesaid

(NOTARY SEAL)

My commission expires: 10-28-96



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