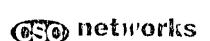
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REFERENCE :

957743

80323A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 17, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 957743

CUSTOMER NO: 80323A

CUSTOMER: Kathleen Foust, Legal Asst

OSCEOLA PARALEGAL SERVICES,

INC.

17 South Orlando Avenue Kissimmee, FL 34741

DOMESTIC FILING

NAME:

FLORIDA PHYSICIANS INTERNET,

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION ___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

OF

FLORIDA PHYSICIANS INTERNET, INC.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: FLORIDA PHYSICIANS INTERNET, INC. The principal place of business of this corporation shall be 595 Oak Commons Blvd., Kissimmee, FL 34741.

ARTICLE II

NATURE OF THE BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, the United States or any other state, country, territory or nation.

ARTICLE III

TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on the date of filing of these Articles in the office of the Secretary of State, for the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation shall have the authority to issue 1,000 Class A (Voting) and 10,000 Class B (Non-Voting) \$1.00 par value shares of common capital stock.

ARTICLE V

REGISTERED AGENT IN INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be: Donna Blandford, 17 S. Orlando Avenue, Kissimmee, FL 34741.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

INITIAL DIRECTORS

The names of the initial director of this corporation and his street address is/are:

A. RAZZAK TAI, M.D.

4316 TIDEWATER DRIVE ORLANDO, FL 32812

The person named as initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INITIAL OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

A. RAZZAK TAI, M.D. 4316 TIDEWATER DRIVE ORLANDO, FL 32812

President

KATHLEEN M. FOUST 17 S. ORLANDO AVE. KISSIMMEE, FL 34741

Secretary

ARTICLE IX

INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X

INCORPORATOR

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

KATHLEEN M. FOUST 17 S. ORLANDO AVE. KISSIMMEE, FL 34741

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which teh shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

BY-LAWS

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIV TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such

shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares are hold subject to certain Transfer Restrictions imposed by this corporation's Articles of Incorporation, a copy of which is on file at this Corporation's Principal office."

IN WITNESS WHEREOF, the undersigned incorporators have executed the foregoing Articles of Incorporation on the /6 day of May">May, 1996.

KATHLEEN M. FOUST

STATE OF FLORIDA COUNTY OF OSCEOLA

(NOTARY SEAL)

DONNA BLANDFORD

Notary Public, State of Florida

Commission No. CC 480789

My Commission Expires 07/16/99

1 800 3-HOTARY-Fla. Hotary Service & Bording Co

Notary Public's Signature State of Florida at Large

Donna DLANd tord Notary Public's Printed Na

My Commission Expires:7-/6-98

ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the abovenamed corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office.

Registered Agen