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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PHYSICIANS LIFE MANAGEMENT, INC.

FAX AUDIT NUMBER: H90000007144 CURRENT STATUS: REQUESTED

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION  
OF  
PHYSICIANS LIFE MANAGEMENT, INC.**

RICHARD J. MONESCALCHI, the undersigned to these Articles of Incorporation, who is a natural person, competent to contract, hereby forms a corporation under the Laws of the State of Florida.

**ARTICLE I**

**NAME OF THE CORPORATION**

The name of this corporation shall be PHYSICIANS LIFE MANAGEMENT INC.

**ARTICLE II**

**PURPOSE**

This corporation is organized for the following purposes: medical service business and for any other purpose or purposes allowed under the laws of the State of Florida, and the laws of the United States.

**ARTICLE III**

**TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE IV**

**PRINCIPAL PLACE OF BUSINESS**

The initial street address and the principal office of this corporation is 801 Meadows Road, Suite 121, Boca Raton, FL 33486. The Board of Directors may from time to time move the principal office to any other address.

RICHARD J. MONESCALCHI  
ATTORNEY AT LAW  
7558 LAKE WORTH RD., SUITE 102  
LAKE WORTH, FLORIDA 33467  
407 968-7877  
386812

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#### ARTICLE V

##### DIRECTORS

This corporation shall have three (4) directors initially. The number of directors may be increased or diminished from time to time in accordance with the procedure specified in the corporation's By-Laws. The number of directors shall never be fewer than one. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Dr. Roderick Santa Maria M.D. President	2699 N.W. 36th Street Boca Raton, FL 33434
Roberta Miller Vice-president	9587 Ohio Place Boca Raton, FL 33434
Barbara Santa Maria Treasurer	2699 N.W. 36th Street Boca Raton, FL 33434
Harold Lilly Secretary	9587 Ohio Place Boca Raton, FL 33434

#### ARTICLE VI

##### INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Richard J. Monescalchi	7556 Lake Worth Road, Suite 102 Lake Worth, FL 33467

#### ARTICLE VII

##### REGISTERED AGENT

The initial designation of the registered office of this corporation shall be at 7556

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Lake Worth Road, Suite 102, Lake Worth, Florida 33467, and the Registered Agent shall be Richard J. Monescalchi.

Pursuant to Florida Statutes, having been named to accept process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity and agree to comply with all the provisions of said Statutes relative to the proper and complete performance of my duties.

  
Richard J. Monescalchi

#### ARTICLE VIII

##### CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of stock at ONE AND NO/100 (\$1.00) DOLLAR par value, which stock shall be designated in "common shares".

#### ARTICLE IX

##### CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes, by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE X

##### MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate at the meetings of the Board of

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Directors as provided by law, by means of conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

**ARTICLE XI  
AMENDMENTS**

These Articles of Incorporation may be amended in the manner as provided by law. The corporation reserves the right to amend or repeal any provisions contained herein or any amendment hereto.

IN WITNESS WHEREOF, I, the incorporator of the above named corporation, have set my hand and seal this 20 day of May, 1996.

  
Richard J. Monescalchi

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County last aforesaid to take acknowledgments, personally appeared RICHARD J. MONESCALCHI, known to me to be the person described as an Incorporator in, and who executed the foregoing Articles of Incorporation and that he acknowledged before me that she/he subscribed to these Articles of Incorporation.

20 WITNESS my hand and official seal in the State and County last aforesaid this day of May, 1996.

My Commission Expires:

  
Notary Public



OFFICIAL SEAL  
TRACY BARNETT  
My Commission Expires  
May 23, 1997  
Comm. No. CG 258811

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