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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

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Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED JUN 27 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	6/27/96		
TIME	9:00		CK No. _____
BY	(D)		

WALK-IN _____
Will Pick Up _____

11-2329-7 PONDERS INC., THOMASVILLE, GA.

RE: DRG Management
INC.

No 52602

C.C. FEE. DISBURSED

Capital Express™		
Art. of Inc. Fila		
Corp. Record Search		
Ltd. Partnership Fila		
Foreign Corp. Fila		
Corr. Copy(s)		
Art. of Amend. Fila		
Dissolution/Withdrawal		
C U S-		
Fictitious Name Fila		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Fila		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
DRG MANAGEMENT, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is DRG MANAGEMENT, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of health care office management and any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is 7,500 shares of capital stock for the par value of \$1.00 per share. The sum of \$7,500.00, the par value of all shares of capital stock of the corporation that have been issued, shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the

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Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes, and the corporation is not authorized to issue shares in series.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation is located in Duval County, Florida, and the address is 5872 Norwood Avenue, Jacksonville, Florida. The name of the initial registered agent is James Diesen, and the initial registered office is 5872 Norwood Avenue, Jacksonville, Florida.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of two (2) members who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James Diesen	5872 Norwood Avenue Jacksonville, FL 32208
Steven Read	5872 Norwood Avenue Jacksonville, FL 32208

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James Diesen	5872 Norwood Avenue Jacksonville, FL 32208

ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE X - CUMULATIVE VOTING

The shareholders of the corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice-President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XI - SECTION 1244

This corporation and the shareholders hereof shall be subject to Section 1244 of the United States Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Clay County, Florida, on this 25th day of June, 1996.

James Diesen
JAMES DIESEN, Incorporator

STATE OF FLORIDA)
 :SS
COUNTY OF)

BEFORE ME, the undersigned authority, personally appeared JAMES DIESEN, who is well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park, Clay County, Florida, on this 25th day of June, 1996.

Colleen O'Connell
Notary Public - State of Florida
My Commission Expires:



COLLEEN O'CONNELL
MY COMMISSION # CC422763 EXPIRES
December 9, 1998
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts his designation as registered agent for DRG
MANAGEMENT, INC.


JAMES DIESEN

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