POLEY LARDNER WEISSBURG & ARONSON

CHICAGO
JACKSONVILLE
LOS ANGELES
MADISON
MILWAUKCE
SACRAMENTO

POST OFFICE BOX 2193
ORLANDO, FLORIDA 32802-2193
111 NORTH OHANGE AVENUE, SUITE 1800
ORLANDO, FLORIDA 32801-2386
TELEPHONE (407) 423-7656
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ATTORNEYS AT LAW

SAN DIEGO SAN FRANCISCO TALLAHASSEE TAMPA WASHINGTON D.C. WEST PALM BEACH

WRITER'S DIRECT LINE

July 24, 1996

VIA HAND DELIVERY

Department of State of Florida Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399 500001507355 -0730796--01009--014 ++++122:50 *+**122:50

Re: Articles of Incorporation of PRIMECARE NETWORK OF CENTRAL FLORIDA, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for PRIMECARE NETWORK OF CENTRAL FLORIDA, INC., and a check in the amount of \$122.50 to cover the cost of filing the Articles (\$35.00), appointing a registered agent (\$35.00), and obtaining a certified copy of the Articles (\$52.50).

Please Univer the certified copy of the Articles to the courier making this hand delivery. Thank you for your prompt attention to this matter.

Very truly yours,

Marian W. Schlow

Enclosures

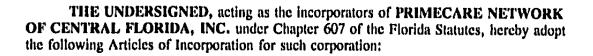
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AHASSEE, FLORIDA

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D. BROWN JUL 3 0 1996

THE SOUND OF THE PARTY OF THE P ARTICLES OF INCORPORATION OF PRIMECARE NETWORK OF CENTRAL FLORIDA, INC.

(a Florida corporation)



ARTICLE I

Name

The name of the corporation is PRIMECARE NETWORK OF CENTRAL FLORIDA, INC.

ARTICLE II

Principal Office

The mailing address and the address of the principal office of the corporation is 3233 Palm Avenue, Hialeah, Florida 33012. The mailing address and location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the corporation.

ARTICLE III

Shares

The corporation shall have authority to issue Ten Thousand (10,000) shares of Common Stock, One Cent (\$0.01) par value per share.

ARTICLE IV

Initial Registered Office and Agent

The address of the initial Registered Office of the corporation is The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32201-0240, and the initial Registered Agent at such address is F & L Corp.

ARTICLE Y

Incorporator

The name and address of the incorporator of the Corporation is Marian W. Schlow, Foley & Lardner, 111 North Orange Avenue, P.O. Box 2193 Orlando, Florida 32802-2193:

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this 35 day of July, 1996.

INCORPORATOR:

Marian W. Schlow

STATE OF FLORIDA COUNTY OF ORANGE

by Ma	The foregoing instrument was acking with the second of the	nowledged before me not take an oath and	e this <u>25 t</u> day of July, 1996, : <i>(notary must check applicable</i>
M	is/are personally known to me.		
	produced a current Florida driver's license as identification.		
	produced	a identification	on.
{Notar	y Seal must be affixed}	Signature of Notar	Calema-
	FAYE E. COLEMAN State of Florida My Comm. Exp. March 22, 1997 Comm. CO 270723	Name of Notary (7)	FAYE E. COLEMAN (ped, Printed or Stamped)
		Commission Number (if not legible on seal):	
		My Commission Expires (f)	not legible on seel):

F & L CORP.

Consent of Sole Shareholder

The following resolution is hereby adopted by the undersigned, being the sole shareholder of F & L Corp., a Wisconsin corporation ("Corporation").

RESOLVED, that the following partners of Foley & Lardner are hereby authorized to execute and deliver on behalf of the Corporation all such documents as may be required in connection with the Corporation's serving as registered agent for domestic and foreign corporations and limited partnerships in the State of Florida:

Bernard S. Kubale
Michael W. Grebe
Joseph W. Jacobs
William D. King
Mitchell W. Legler
Robert P. Marschall
David M. Rieth
John A. Sanders
Egerton K. van den Berg
Harry L. Wallace

Dated: June 1, 1993.

FOLEY & LARDNER

Bv:

Harry L. Wallace,
Administrative Partner



ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article IV of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this <u>J5/</u>May of July, 1996.

REGISTERED AGENT:

F&L Con