

800-342-8086

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PRUDENTIAL LIFE & ACCIDENTAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 047103 7111832

AUTHORIZATION : Patricia Smith

COST LIMIT : \$ 122.50

ORDER DATE : August 8, 1996

ORDER TIME : 9:08 AM

ORDER NO. : 047103

CUSTOMER NO: 7111832

0010001 216218

CUSTOMER: Ms. Linda Wood
CLINICARE WELLNESS
CENTERS, INC
1601 Belvedere Road
Suite 500-east
West Palm Beach, FL 33406

DOMESTIC FILING

NAME: SPACE COAST PHYSICIANS GROUP,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

8/8/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -8 PM12:16

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG -8 PM12:16

**ARTICLES OF INCORPORATION
OF
SPACE COAST PHYSICIANS GROUP, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I. NAME

The name of the Corporation is SPACE COAST PHYSICIANS GROUP, INC.

ARTICLE II. PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III. CAPITAL STOCK

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

ARTICLE IV. ADDRESS

The mailing address of the corporation is P.O. Box 54-0430, Merritt Island, FL 32954-0430.

The street address of the initial registered office of the corporation is 950 N. Courtenay Pkwy., Ste. 1, Merritt Island, Florida 32954, and the name of the initial registered agent of the corporation at that address is Robert W. Traven, D.C.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have **one (1)** director initially. The name and address of the initial member of the Board of Directors are:

Robert W. Traven, D.C. 950 N. Courtenay Pkwy., Sto. 1
Merritt Island, FL 32954

ARTICLE VII. INDEMNIFICATION

A. The corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The corporation may pay in advance any expenses (including attorneys's fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, by-law, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who serves or served at the corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other

enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in the Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

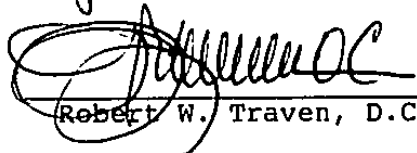
ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Robert W. Traven, D.C.

950 N. Courtenay Pkwy., Ste. 1
Merritt Island, FL 32954

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal on this 5 day of August, 1996.


Robert W. Traven, D.C.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

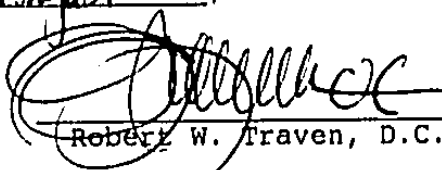
The following is submitted in accordance with the
requirements of Chapter 48.091, Florida statutes:

SPACE COAST PHYSICIANS GROUP, INC., desiring to organize
under the laws of the State of Florida with its registered
office, as indicated in the Articles of Incorporation, in the
City of Merritt Island, County of Brevard, State of Florida, has
named Robert W. Traven, D.C., located at 950 N. Courtenay Pkwy.,
Ste. 1, Merritt Island, Florida 32954, as its agent to accept
service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the
above-stated corporation at the place designated in this
Certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of Chapter 48.091, F.S., relative to
keeping open said office.

Accepted this 5th day of August, 1996.


Robert W. Traven, D.C.