

P96000068381

BALLEY, FREEMAN, FREEMAN & FERRIN
ATTORNEYS AT LAW
ANY STATE, INCLUDING PROFESSIONAL AGENCIES
1400 CENTRE PARK BOULEVARD
SUITE 800

WEST PALM BEACH, FLORIDA 33401-7400

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96 AUG 11 1996
BOSTON OFFICE
60 LONG WILLOW
BOSTON, MASSACHUSETTS 02110
(617) 783-1980

F. LEE BALLEY
ADMITTED: FL & MA
KENNETH J. FREEMAN
ADMITTED: MA
DONALD J. FREEMAN
ADMITTED: FL & MA
MICHAEL J. FERRIN
ADMITTED: FL
DANIEL PATRICK LEONARD
ADMITTED: MA
TONI MARIE KENNEDY
ADMITTED: FL

August 2, 1996

W96-16618

Secretary of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

Re: Prime Medical Group, Inc./General Corp.
Dr. Roberto E. Acosta

700001913107
-08/05/96--01053--021
****122.50 ****122.50

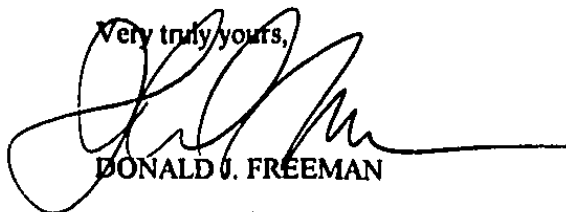
Gentlemen:

Enclosed please find the original and one executed copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed please a check in the amount of \$122.50 representing payment of the following: \$35.00, filing fee; \$52.50, certified copy fee; \$35.00, registered agent designation.

Please file the Articles with the State and return a certified copy to the undersigned. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


DONALD J. FREEMAN

DJF/sdt
Encls.

cc: Dr. Roberto E. Acosta

26
8-16-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1996

**DONALD J. FREEMAN
BAILEY, FISHMAN, FREEMAN & FERRIN
1400 CENTREPARK BLVD., SUITE 809
WEST PALM BEACH, FL 33401-7490**

**SUBJECT: PRIME MEDICAL GROUP, INC.
Ref. Number: W96000016618**

We have received your document for PRIME MEDICAL GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 096A00037908

BAILEY, FISHMAN, FREEMAN & FERRIN
AN INTERSTATE LAW PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS
1400 CENTRE PARK BOULEVARD

F. LEE BAILEY
ADMITTED: FL & MA
KENNETH J. FISHMAN
ADMITTED: MA
DONALD J. FREEMAN
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MICHAEL J. FERRIN
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(800) 687-3700
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BOSTON OFFICE
66 LONG WHARF
BOSTON, MASSACHUSETTS 02110
(617) 783-1980

August 13, 1996

Ms. Kathy Hyman, Document
Specialist
FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post office Box 6327
Tallahassee, Florida 32314

Re: Prime Medical Group, Inc.
Ref. Number: W96000016618

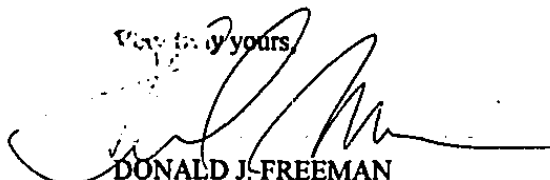
Dear Ms. Hyman:

I am in receipt of your letter to me dated August 8, 1996, a copy of which is enclosed, denying the filing of the above-referenced corporation due to the name being reserved by another individual. Pursuant to your request, I enclose herewith a copy of a letter to Beth Ryan, of Intracoastal Health Corporation, from Becky McKnight at your office dated May 21, 1996. Please be advised that the corporate name of "Prime Medical Group, Inc." has been reserved on behalf of my client.

Therefore, I am returning to you the original and one copy of the Articles of Incorporation of Prime Medical Group, Inc., for filing with the Secretary of State.

Should you have any questions or require additional information, please do not hesitate to contact me.

Very truly yours,



DONALD J. FREEMAN

DJF/sdt
Encls.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1996

BETH RYAN
INTRACOASTAL HEALTH CORPORATION
5829 CORPORATE WAY, SUITE 103
WEST PALM BEACH, FL 33407-2003

The name **PRIME MEDICAL GROUP, INC.** has been reserved for 120 days beginning May 21, 1996. The reservation number is R96000002588 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 796A00025072

**ARTICLES OF INCORPORATION
OF
PRIME MEDICAL GROUP, INC.**

FILED
96 AUG 12 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a professional service corporation under the laws of the State of Florida.

**ARTICLE I.
Name**

The name of this Corporation shall be **PRIME MEDICAL GROUP, INC.**

**ARTICLE II.
Name of Business**

This Corporation is organized for the purpose of engaging in the practice of medicine.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of 1,000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation and/or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

**ARTICLE IV.
Sole Incorporator**

The name and street address of the Sole Incorporator of this Corporation, is as follows:

Dr. Roberto E. Acosta
200 Butler Street
Suite 207
West Palm Beach, Florida 33407

**ARTICLE V.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.
Address of Principal Office, Registered
Office and Registered Agent

The address of the principal office of this Corporation is 200 Butler Street, Suite 207, West Palm Beach, Florida 33407 and the mailing address is 200 Butler Street, Suite 207, West Palm Beach, Florida 33407. The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1400 Centrepark Blvd., Suite 909, West Palm Beach, Florida 33401. The name of the initial Registered Agent of the Corporation at the above address shall be Donald J. Freeman, Esquire. The Board of Directors may from time to time change the principal office and/or mailing address of said Registered Office or Registered Agent to any other address in the State of Florida.

ARTICLE VII.
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first Annual Meeting of shareholders, and thereafter until their successors are elected are as follows:

Roberto E. Acosta, M.D.
200 Butler Street
Suite 207
West Palm Beach, Florida 33407

Michael D. Chidester, M.D.
5305 Greenwood Avenue
West Palm Beach, Florida 33407

Alexander Miranda, M.D.
1411 North Flagler Drive
West Palm Beach, Florida 33401

Gennaro Sagliocca, M.D.
927-45th Street
West Palm Beach, Florida 33407

ARTICLE IX.
Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person

may hold more than one office.

ARTICLE X. By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XI. Transactions in Which Directors or Officers Are Interested

(A) No contract or other transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director or Directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders, as the case may be.

(B) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XIII. Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by the By-Laws of the Corporation.

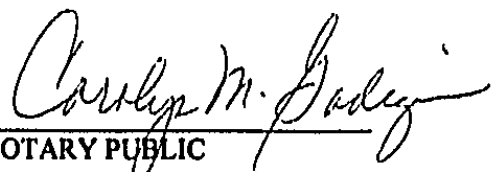
IN WITNESS WHEREOF, the undersigned, being the original subscribing Sole Incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this ____ day of August, 1996.


ROBERTO E. ACOSTA, M.D.
Sole Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 1st day of August, 1996, by **ROBERTO E. ACOSTA, M.D.**, who is/is not personally known to me or who has/has not produced a Florida Driver's License, License Number: A 223-725-37-270-12 as identification.

IN WITNESS WHEREOF I have hereunto set my hand and official seal in the county and state last aforesaid this 1st day of August, 1996.


NOTARY PUBLIC

My Commission Expires:



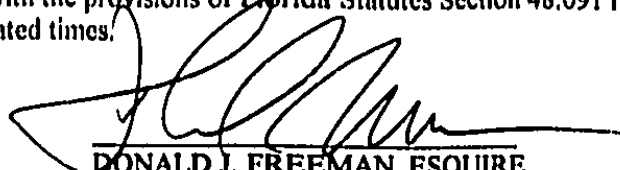
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

PRIME MEDICAL GROUP, INC., desiring to organize as a professional service corporation under the laws of the State of Florida, has designated 200 Butler Street, Suite 207, West Palm Beach, Florida 33407, as its initial Registered Office and has named Donald J. Freeman, Esquire, located at 1400 Centrepark Blvd., Suite 909, West Palm Beach, Florida 33401 as its initial Registered Agent.


ROBERTO E. ACOSTA, M.D.
Sole Incorporator

Having been named Registered Agent for the above-stated professional service corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping said office open at designated times.


DONALD J. FREEMAN, ESQUIRE
Registered Agent

FILED
96 AUG 12 AM 11:07
SECRETARY OF STATE
PALM BEACH, FLORIDA