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PREMIER HEALTH
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 085066 12086A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 13, 1996

ORDER TIME : 11:34 AM

ORDER NO. : 085066

CUSTOMER NO: 12086A

CUSTOMER: Roger P. Conley, Esq
CONLEY CLEARY & OZARK

2401 Manatee Avenue West

Bradenton, FL 34205

2000101347212
-0113206--01038--016
***122.50 ***122.50

DOMESTIC FILING

NAME: PREMIER INTERNAL MEDICINE
ASSOCIATES, P.A.

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: Thelmon Washington

EXAMINER'S INITIALS:

SEP 13 PM 3:43
STATE
CLERK

SEP 13 PM 3:43
STATE
CLERK

9/13/96

LAW OFFICES
CONLEY & CLEARY
2401 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34205
(811) 748-8778

96 SEP 12 PM 3:43

ROGER P. CONLEY
KENNETH W. CLEARY
D. ROBERT HOYLE

TELECOPIER
(811) 748-2572

September 12, 1996

HAND DELIVERED BY CIS

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: **PREMIER INTERNAL MEDICINE ASSOCIATES, PA.**

Gentlemen:

Enclosed please find duplicate originals of the Articles of Incorporation for the above-captioned corporation, together with the certificate of designating the resident agent for said corporation.

We are also enclosing a check in the amount of \$122.50, representing payment of the following:

- | | |
|------------|--|
| 1. \$35.00 | filing fee |
| 2. \$52.50 | filing fee for designation of resident agent |
| 3. \$35.00 | for certified copy of the Articles of Incorporation. |

Very truly yours,


Roger P. Conley

RPC/JH
Encls.

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1000
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ARTICLES OF INCORPORATION
OF
PREMIER INTERNAL MEDICINE ASSOCIATES, P.A.

The undersigned, being a natural person licensed or otherwise legally authorized to practice internal medicine and desiring to form a professional corporation pursuant to the Professional Service Corporation and Limited Liability Company Act and pursuant to the laws of the State of Florida, do hereby certify as follows:

ARTICLE I - NAME

The name of this corporation is **PREMIER INTERNAL MEDICINE ASSOCIATES, P.A.**

ARTICLE II - NATURE OF BUSINESS

The professional corporation is organized for the sole and specific purpose for the practice of internal medicine and related medical services:

A. To engage in every phase and aspect of the profession of rendering the same professional services to the public that a medical doctor specializing in the practice of internal medicine duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to perform such services.

B. To invest the funds of this professional corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the

purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the professional corporation, and in general, either along or in association with other corporations, firms or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of the attainment of the objects or the furtherance of such purposes or objects of this professional corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this professional corporation; and it is hereby expressly provided that the foregoing enumeration of special purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock which this professional corporation shall be authorized to issue is Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE IV - CAPITALIZATION

The amount of capital with which the corporation shall commence is Five Hundred and no/100 (\$500.00) Dollars which said amount has been fully paid in.

ARTICLE V - DURATION

The corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The initial street address of the principal office of this professional corporation is: 1104 77th Street Court N.W., Bradenton, FL 34209. The name of the initial registered agent of the professional association is **MARTA ARROJO**, located at 1104 77th Street Court N.W., Bradenton, FL 34209.

ARTICLE VII - DIRECTORS

This professional corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1) and said corporation is authorized to have five (5) directors at any one time. The name and address of the initial director of this corporation is:

Gustavo B. Arrojo, M.D.
1104 77th Street Court N.W.
Bradenton, Florida 34209

ARTICLE VIII - INCORPORATORS

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

Gustavo B. Arrojo, M.D.
1104 77th Street Court N.W.
Bradenton, Florida 34209

The officers of this corporation shall be a president, who shall be a Director of the corporation; a vice-president, a secretary and a treasurer, and such other officers and agents as may be necessary. All officers and agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the Board of Directors. Any person may hold two offices, except that the President shall not be also the secretary or assistant secretary of this corporation.


ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by laws.

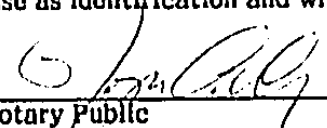
IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this the 7 day of 12, 1996.



GUSTAVO B. ARROJO, M.D.

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 12th day
of December, 1996, by GUSTAVO B. ARROJO, M.D., who is personally known to
me or who has produced Florida Drivers License as identification and who did take an
oath.



Notary Public
Name: _____

My Commission Expires:

OFFICIAL NOTARY SEAL
ROGER P CONLEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC391273
MY COMMISSION EXP. JULY 10, 1998

95 SEP 13 PM 3:43

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That PREMIER INTERNAL MEDICINE ASSOCIATES, PA. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Bradenton, County of Manatee, State of Florida, has named MARTA ARROJO, located at 1104 77th Street N.W., Bradenton, Florida 34209, County of Manatee, State of Florida, as its agent to accept service of process within said State.

ACKNOWLEDGMENT:
(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


MARTA ARROJO
Resident Agent