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LAW OFFICES
OF
CAMILLE A. MCWHIRTER, P.A.

MAILING ADDRESS:
9481 HIGHLAND OAKS DRIVE
SUITE 307
TAMPA, FLORIDA 33647

TELEPHONE (813) 974-6977
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September 17, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900001953328
-09/23/96--01005--014
****122.50 ****122.50

Re: Entrusted Health Management Services, Inc.; Articles of Incorporation

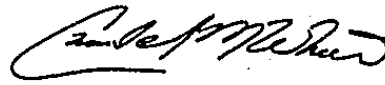
Dear Sir/Madam:

Please find enclosed two original counterparts of the Articles of Incorporation for the above described corporation. Please attend to filing of the Articles of Incorporation. A check in the amount of \$122.50 for the filing fees and a certified copy of the Articles is included.

If you have any questions, please do not hesitate to call.

Thank you for your assistance in this regard.

Sincerely,



Camille A. McWhirter

Enclosures

FILED
96 SEP 20 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL SEP 23 1996

FILED
96 SEP 20 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ENTRUSTED HEALTH MANAGEMENT SERVICES, INC.**

THE UNDERSIGNED, acting as sole incorporator of **ENTRUSTED HEALTH MANAGEMENT SERVICES, INC.** ("Corporation") under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name and Address

The name of the Corporation is **ENTRUSTED HEALTH MANAGEMENT SERVICES, INC.**. The address of the Principal Office of the Corporation is 1111 North Westshore Blvd., Suite 608, Tampa, Florida 33607-4702. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE II

Duration

The duration of the Corporation is perpetual.

ARTICLE III

Business and Activities

The general purposes for which this Corporation is organized are as follows:

- A. To engage in the business of providing management services to health care systems.

- B. To engage in and transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the corporation or are necessary or desirable in order to accomplish them.

ARTICLE IV

Shares

The number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Dollar (\$1.00) par value per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is 100 North Tampa Street, Suite 1300, Tampa, Florida 33602-5163 and the initial Registered Agent at such address is James J. Cusack.

ARTICLE VI

Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the corporation is five (5). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and shall qualify are as follows:

Dennis S. Agllano, M.D.
4600 North Habana
Number 23
Tampa, Florida 33614

R. Joyce Barnes, Ph. D.
1221 West Colonial Drive
Sulte 201
Orlando, Florida 32804

James J. Cusack
501 East Kennedy Blvd.
Sulte 1200
Tampa, Florida 33602

Richard G. Trapp
8425 Valeric Lane
Riverview, Florida 33614

R. Stephen Venable, M.D.
1222 South Dale Mabry
Number 617
Tampa, Florida 33629

ARTICLE VII

Indemnification

The Corporation shall indemnify to the full extent permitted by law any person who is made or threatened to be made, a party to any action, lawsuit or proceeding (whether civil, criminal, administartive or investigative) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

ARTICLE VIII

Incorporator

The name and address of the sole Incorporator of the corporation is:

Camille A. McWhirter
9481 Highland Oaks Drive
Suite 307
Tampa, Florida 33647

ARTICLE IX

Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 13 day of September, 1996.

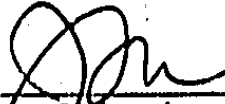

Camille A. McWhirter,
Incorporator

ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V 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 607.0501, 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 16 day of September, 1996.



James L. Cusack
Registered Agent

FILED
96 SEP 20 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA