

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RECEIVED  
96 SEP 30 AM 9:13  
DIVISION OF CORPORATION

EFFECTIVE DATE  
SEP 26 1996

NR 796-2899

~~796-20568~~

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AAAL \_\_\_\_\_

WALK-IN 930 11 W AB  
Will Pick Up \_\_\_\_\_

RE: Independece Professional  
Service network, Inc.

|  | C.C. FEE.             | DISBURSED |
|--|-----------------------|-----------|
| Capital Express™                                     |                       |           |
| Art. of Inc. File                                    |                       |           |
| Corp. Record Search                                  |                       |           |
| Ltd. Partnership File                                |                       |           |
| Foreign Corp. File                                   |                       |           |
| <input checked="" type="checkbox"/> <u>1</u> Copy(s) |                       |           |
| Art. of Amend. File                                  |                       |           |
| Dissolution/Withdrawal                               |                       |           |
| <input checked="" type="checkbox"/> C U S- <u>9</u>  | 200001959642          |           |
| Fictitious Name File                                 | 09/30/96 01033-016    |           |
|  | *****78.75 *****78.75 |           |
| Name Reservation                                     |                       |           |
| Annual Report/Reinstatement                          |                       |           |
| Reg. Agent Service                                   |                       |           |
| Document Filing                                      |                       |           |
| Corporate Kit  |                       |           |
| Vehicle Search                                       |                       |           |
| Driving Record                                       |                       |           |
| Document Retrieval                                   |                       |           |
| UCC 1 or 3 File                                      |                       |           |
| UCC 11 Search  |                       |           |
| UCC 11 Retrieval                                     |                       |           |
| File No.'s, Copies                                   |                       |           |
| Courier Service                                      |                       |           |
| Shipping/Handling                                    |                       |           |
| Phone ( )  |                       |           |
| Top Priority   |                       |           |
| Express Mail Prep.                                   |                       |           |
| FAX ( )  | pgs.                  |           |

SUBTOTALS \_\_\_\_\_

|                                |          |
|--------------------------------|----------|
| FEE.....                       | \$ _____ |
| DISBURSED.....                 | \$ _____ |
| SURCHARGE.....                 | \$ _____ |
| TAX on corporate supplies..... | \$ _____ |
| SUBTOTAL.....                  | \$ _____ |
| PREPAID.....                   | \$ _____ |
| BALANCE DUE.....               | \$ _____ |
|                                | \$ _____ |

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

96 SEP 30 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

10/1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Northam  
Secretary of State

SEP 30 PM 1:25

*Corrected*

September 30, 1996

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST.  
SUITE 1  
TALLAHASSEE, FL 32301

SUBJECT: INDEPENDENCE PROFESSIONAL SERVICE NETWORK, INC.  
Ref. Number: W96000020568

We have received your document for INDEPENDENCE PROFESSIONAL SERVICE NETWORK, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

The title of the person signing as Registered Agent on behalf of HOMISCO must be stated beneath the signature.

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) 487-6926.

Teresa Brown  
Corporate Specialist

Letter Number: 496A00044676



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 12, 1996

CORPORATE ACCESS, INC.

*Oct 9th*

The name INDEPENDENCE PROFESSIONAL SERVICE NETWORK, INC. has been reserved for 120 days beginning June 12, 1996. The reservation number is R96000002899 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

Ruth Leonard

Letter number: 696A00029280

JUN-12-96 WED 02:59 PM ACCESS

904 222 1666

P.03

**CORPORATE  
ACCESS,  
INC.**

"When you need ACCESS to the world"

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) - (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

CUSTOMER NAME AND ADDRESS

| DATE    | INVOICE NO. | TIME | TERMS | REP | SHIP VIA | REFERENCE |
|---------|-------------|------|-------|-----|----------|-----------|
| 6/12/96 | 96.4437     |      |       |     |          |           |

| SERVICE      | DESCRIPTION  | AMOUNT |
|--------------|--|--------|
| NAME RESERVE | NAME RESERVATION: INDEPENDENCE<br>PROFESSIONAL SERVICE NETWORK, INC. |        |

296-2899

|        |  |      |
|--------|--|------|
| PLEASE | PLEASE RESERVE THE ABOVE NAME FOR<br>HONIGMAN, MILLER ET AL IN CARE OF<br>CORPORATE ACCESS, INC. | 0.00 |
|--------|--|------|

|              |    |
|--------------|----|
| Name         | DR |
| Availability | DR |
| Updater      | DR |
| Verifier     | RW |

NAME HAS BEEN RESERVED FOR 120 DAYS  
NON RENEWABLE AS OF 6-12-96  
IF SOMEONE ELSE WILL BE SUBMITTING  
THE DOCUMENTS FOR FILING THEY MUST  
BE ACCOMPANIED BY A LETTER OF  
RELEASE OR CONSENT FOR USE OF THIS  
NAME RESERVATION.

**Total**

**\$0.00**

**EFFECTIVE DATE**

**SEP 26 1996**

**ARTICLES OF INCORPORATION**

**OF**

**INDEPENDENCE PROFESSIONAL SERVICE NETWORK, INC.**

FILED  
96 SEP 30 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, acting as incorporator of the Corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I**

Name

The name of the Corporation shall be INDEPENDENCE PROFESSIONAL SERVICE NETWORK, INC.

**ARTICLE II**

Principal Office

The address of the principal place of business and the mailing address of the Corporation are 7450 Cortez Road West, Bradenton, FL 34210-2408.

**ARTICLE III**

Purposes

The general nature of the business and other activities to be transacted by the corporation are all lawful purposes including without limitation the negotiating of contracts between payors and providers of medical services, credentialing of providers and performance of continuous quality improvement activities.

The foregoing paragraphs shall be construed as enumerating both purposes and objectives of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes and objectives shall not be held to limit or restrict in any manner the powers of this Corporation otherwise provided or authorized by law.

#### ARTICLE IV

##### Duration

The Corporation shall have perpetual existence commencing on September 26, 1996.

#### ARTICLE V

##### Classes of Shares/Voting

The Corporation is authorized to issue two hundred thousand (200,000) shares of capital stock divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

| <u>Class</u> | <u>Number of Shares</u> | <u>Par Value Per Share</u> |
|--------------|-------------------------|----------------------------|
| Common A     | 100,000                 | \$0.01                     |
| Common B     | 100,000                 | \$0.01                     |

A majority of the shares of Common A stock, then outstanding, shall be entitled to elect one-half (1/2) of the total number of board members. A majority of the shares of Common B stock, then outstanding, shall be entitled to elect one-half (1/2) of the total number of board members.

The following events must be approved by sixty-five percent (65%) of the outstanding shares of both Common A and Common B stock and by a majority of all shares then outstanding: an amendment to the Corporation's Bylaws and/or these Articles; a statutory merger; and a sale of substantially all of the assets of the Corporation to an unaffiliated third party other than in the ordinary course of business.

Except as provided in these Articles, in the Bylaws of the Corporation or in the Shareholders Agreement, each Share will have the same rights without regard to Class.

#### ARTICLE VI

##### Initial Registered Agent and Office

The address of the Corporation's initial registered office is 222 Lakeview Avenue, Suite 800, West Palm Beach, FL 33401-6112. The name of the initial registered agent at such address is HOMISCO INCORPORATION, INC.

#### ARTICLE VII

##### Incorporator

The name and address of the incorporator to these Articles of Incorporation is: Jeff D. Nelson, M.D., 2227 59th Street West, Bradenton, FL 34209.

#### ARTICLE VIII

##### Board of Directors

The management and affairs of the Corporation shall be managed by or under the direction of a Board of Directors initially having eight (8) members. The number of Directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one.

#### ARTICLE IX

##### Amendments

Amendments to these Articles or the Corporation's Bylaws must be approved as provided in Article V.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26 day of September, 1996.

INCORPORATOR

  
\_\_\_\_\_  
Jeff D. Nelson, M.D.

**CERTIFICATE OF DESIGNATION -  
REGISTERED AGENT/REGISTERED OFFICE  
AND ACCEPTANCE**

Pursuant to the requirements of the laws of Florida, INDEPENDENCE PROFESSIONAL SERVICE NETWORK, INC. hereby designates its registered agent and registered office:

Name of Corporation:

INDEPENDENCE PROFESSIONAL SERVICE NETWORK, INC.

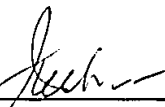
Name and Address of Registered Agent:

HOMISCO INCORPORATION, INC.  
222 Lakeview Avenue, Suite 800  
West Palm Beach, FL 33401-6112

Office of Corporation:

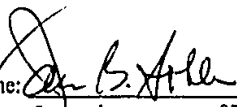
7450 Cortez Road West  
Bradenton, FL 34210-2408

Signature of Corporate Officer:

Name:   
Title: Chairman  
Date: September 26, 1996

FILED  
96 SEP 30 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as Registered Agent, and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Name:  James B. Soble  
Date: September 27 1996

HOMISCO INCORPORATION, INC.



P96000080928

LAW OFFICES

HONIGMAN MILLER SCHWARTZ AND COHN

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

2700 SUNTRUST FINANCIAL CENTRE

401 EAST JACKSON STREET

TAMPA, FLORIDA 33602-5230

FAX (813) 223-4410

BARBARA R. PANKAU, P.A.

DIRECT DIAL NUMBER

(813) 222-0619

E-Mail: brp@honigman.com

WEST PALM BEACH, FLORIDA

DETROIT, MICHIGAN

LANSING, MICHIGAN

April 18, 1997

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

900002149709--5

-04/21/97--01165--001

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Independence Professional Service Network, Inc.

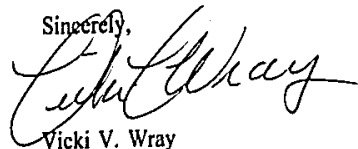
Dear Sir/Madam:

Enclosed please find one original and two (2) copies of the executed Articles of Amendment to Articles of Incorporation of Independence Professional Service Network, Inc., together with a check in the amount of \$35 as payment for the filing fee for the Amendment.

Please date stamp one copy of the Articles of Amendment and forward to me in the self-addressed, stamped envelope.

If you have any questions or need any further information, please call.

Sincerely,



Vicki V. Wray

Legal Secretary to Barbara R. Pankau

/vvw  
Enclosures

TAMPA/815861

SH 4/30  
Amend

FILED  
97 APR 21 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
97 APR 21 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
INDEPENDENCE PROFESSIONAL SERVICE NETWORK, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Independence Professional Service Network, Inc. (the "Corporation").
2. The following amendments to the Articles of Incorporation were unanimously adopted by all of the holders of Common A stock and Common B stock of the Corporation (each class voting as a separate class and both classes voting as one class) at a Joint Annual Meeting of the Directors and Stockholders of the Corporation held on April 17, 1997, at which a quorum was present (the number of votes cast being sufficient for approval). The Directors of the Corporation were not entitled to vote on the proposed amendments.

Article V is amended in its entirety to read as follows:

"ARTICLE V - CLASSES OF SHARES/VOTING

The Corporation is authorized to issue two hundred thousand (200,000) shares of capital stock divided into two (2) classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

| <u>Class</u> | <u>Number of Shares</u> | <u>Par Value Per Share</u> |
|--------------|-------------------------|----------------------------|
| Common A     | 100,000                 | \$0.01                     |
| Common B     | 100,000                 | \$0.01                     |

A majority of the shares of Common A stock, then outstanding, shall be entitled to elect one-half (1/2) of the total number of board members. A majority of the shares of Common B stock, then outstanding, shall be entitled to elect one-half (1/2) of the total number of board members.

The following events must be approved by sixty-five percent (65%) of the outstanding shares of both Common A and Common B stock (each class voting as a separate class) and by a majority of the outstanding shares of the Common A stock and Common B stock voting together as one class subject to the requirements of Florida Statutes 607.0732, as amended from time to time: an amendment to the Corporation's Bylaws and/or these Articles; a statutory merger;

and a sale of substantially all of the assets of the Corporation to an unaffiliated third party other than in the ordinary course of business.

Except as provided in these Articles, in the Bylaws of the Corporation or in the Shareholders Agreement, each share will have the same rights without regard to class."

The Articles of Incorporation are amended to include the following Article:

**"ARTICLE X - DISSOLUTION**

The proposal to dissolve the Corporation must be approved by the votes of all of the outstanding shares of Common A stock and Common B stock (each class voting separately as a class and both classes voting together as one class)."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

**INDEPENDENCE PROFESSIONAL  
SERVICE NETWORK, INC.,**  
a Florida corporation

By: \_\_\_\_\_

John Mucasey, M.D.

Its \_\_\_\_\_

President and CEO