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KIRKPATRICK & LOCKHART LLP

FILED

MIAMI CENTER - 20TH FLOOR
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2399

TELEPHONE (305) 539-3300
FACSIMILE (305) 538-7095

96 OCT -7 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10-2-96

JAN E. BLANCK
(305) 539-3364
BLANCKJE@EL.COM

October 2, 1996

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Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: MEDICAL SERVICE ORGANIZATION ("MSO"), INC.

Ladies and Gentlemen:

Enclosed for filing with your offices are articles of incorporation, in duplicate, prepared on behalf of Medical Service Organization ("MSO"), Inc., a proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 in payment of filing fees (\$35.00), registered agent filing fee (\$35.00) and a certified copy (\$52.50). Please forward the certified copy of the articles to me.

Thank you for your attention to this matter.

Sincerely,

Jan E. Blanck
Jan E. Blanck,
Lawyer's Assistant to Robert C. White, Jr.

cc: Robert C. White, Jr.

Jan Blanck
INTEGRATION BY PHONE TO
Vesicular name
DATE 10/10/96
DOUGLAS

10/10/96

FILED

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ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

MEDICAL SERVICE ORGANIZATION ("MSO"), INC.

EFFECTIVE DATE

10-2-96

The undersigned, acting as incorporator of **MEDICAL SERVICE ORGANIZATION ("MSO"), INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is **MEDICAL SERVICE ORGANIZATION ("MSO"), INC.**

ARTICLE II

ADDRESS

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart, LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual commencing on October 2, 1996.

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Robert C. White, Jr.

ARTICLE VII

INCORPORATOR

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

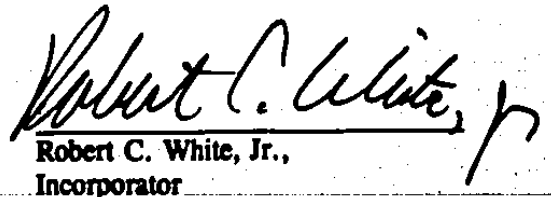
Name

Address

Robert C. White, Jr.

c/o Kirkpatrick & Lockhart LLP
201 South Biscayne Boulevard
20th Floor
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of October, 1996.


Robert C. White, Jr.,
Incorporator

FILED

CERTIFICATE OF REGISTERED AGENT

96 OCT -7 PM 2:12

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEDICAL SERVICE ORGANIZATION ("MSO"), INC.

Having been named to accept service of process for Medical Service Organization ("MSO"), Inc., at the place designated in the foregoing Articles of Incorporation, Robert C. White, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATED: October 2, 1996


Robert C. White, Jr.