

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

796000087878



PRENICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 131228 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 24, 1996

ORDER TIME : 10:17 AM

ORDER NO. : 131228-005

EFFECTIVE DATE

CUSTOMER NO: 132254A

10.23.96

CUSTOMER: Sue Thomas, Legal Asst
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

200001984902--3
-10/24/96--01026--017
*****70.00 *****70.00

DOMESTIC FILING

NAME: S.P.M.C., INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 OCT 24 PM 2:24
FILED
95 OCT 24 PM 2:24

10.24.96
KR

ARTICLES OF INCORPORATION

OF

S.P.M.C., INC.

EFFECTIVE DATE
10-23-96

FILED
96 OCT 24 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is S.P.M.C., INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 1099 5th Avenue North, St. Petersburg, Florida 33705-1221.

ARTICLE III.

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of October 23, 1996.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue One Million (1,000,000) shares of One Cent (\$.01) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are JOEL D. BRONSTEIN, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

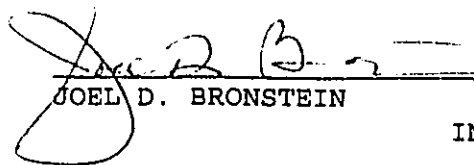
This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are JOEL D. BRONSTEIN, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are JOEL D. BRONSTEIN, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 23rd day of October, 1996.



JOEL D. BRONSTEIN
INCORPORATOR

117086

FILED
96 OCT 24 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000087878

BRONSTEIN, CARLSON, GLEIM & SMITH, P. A.

Joel D. Bronstein
Board Certified in Tax Law
Susan W. Carlson
Board Certified in Tax Law
Holger D. Gleim
Board Certified in Wills, Trusts & Estates
Thomas B. Smith
Board Certified in Health Law

Suite 1100
150 Second Avenue North
St. Petersburg, Florida 33701

(813) 898-6688
Fax (813) 898-8811
NOV - 1 AM 11:31
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Jeffrey J. Kallan

Refer to File No.

Writer's Direct Dial No.

961060

898-6690

October 30, 1996

Registered Agent/Address Section
Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

700001994287--2
-11/01/96--01079--010
*****35.00 *****35.00

RE: S.P.M.C., Inc.

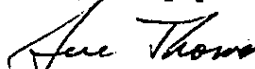
Gentlemen:

Enclosed please find the original and duplicate copy of a Change of Registered Office and Agent for the above-referenced corporation, along with our check in the amount of \$35.00 representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning same to me.

If you have any questions in connection with the documents, or need further information, please contact me by telephone rather than returning the document.

Very truly yours,



Sue Thomas
Paralegal to
Joel D. Bronstein

ST/klm
Encs.
cc: S.P.M.C., Inc.
117258

RA chg.

VS NOV 7 1996

CHANGE OF REGISTERED OFFICE AND AGENT
OF
S.P.M.C., Inc.

FILED
96 NOV -1 AM 11:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO: SECRETARY OF STATE OF FLORIDA

1. The name of the Corporation is S.P.M.C., Inc.
2. The current registered office is located at 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701.
3. The registered office will be changed to 1099 Fifth Avenue North, St. Petersburg, Florida

THIS IS THE CORRECT BUSINESS ADDRESS OF THE CORPORATION,
PLEASE CHANGE YOUR RECORDS ACCORDINGLY.

4. The current registered agent is Joel D. Bronstein.
5. The successor registered agent will be David L. Bailey.
6. The street address of the Corporation's registered office and the business office of its registered agent, as changed above, will be identical.
7. All changes made above have been authorized by resolutions duly adopted by the Corporation's Board of Directors.
8. All changes made above have been made by an officer of the Corporation authorized to do so by the Board of Directors.

DATED: Oct 29, 1996

S.P.M.C., Inc.

By: James R. Krause
James R. Krause, President

ACKNOWLEDGMENT

I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

David L. Bailey
David L. Bailey, Registered Agent

117231

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-9172

800-342-8086

P960000 87878



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000000

REFERENCE : 168051 132254

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 26, 1996

ORDER TIME : 9:56 AM

ORDER NO. : 168051-005

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst
Bronstein Carlson Gleim &
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

FILED
96 NOV 26 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
File file

800002018326--9
-12/03/96--01130--005
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: S.P.M.C., INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

RECEIVED
96 NOV 25 AM 11:33
DIRECTOR OF CORPORATION

Handwritten signatures and initials

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
S.P.M.C., INC.

FILED
96 NOV 29 PM 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the Corporation is S.P.M.C., INC.
2. Article I of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:


"ARTICLE I

"The name of this Corporation is: ST. PETERSBURG PHYSICIANS GROUP, INC."

3. This Amendment has been adopted by unanimous Written Action of the Directors of the Corporation on November 21, 1996, and by a majority of the holders of the voting stock of the Corporation at a special meeting of the shareholders held on November 21, 1996, which vote is sufficient to approve the adoption of the Amendment.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 21 day of November, 1996.

S.P.M.C., INC.,
a Florida corporation

By: 
James R. Krause, M.D.,
President