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TALLAHASSEE, FL 32301

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ACCOUNT NO. : 072100000032

REFERENCE : 131213 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 24, 1996

ORDER TIME : 10:13 AM

ORDER NO. : 131213-005

EFFECTIVE DATE

10.23.96

CUSTOMER NO: 132254A

100001984901--6

-10/24/96--01026--016

*****70.00 *****70.00

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

DOMESTIC FILING

NAME: SUNCOAST PHYSICIANS GROUP,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
56 OCT 24 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10.24.96
KR

ARTICLES OF INCORPORATION
OF
SUNCOAST PHYSICIANS GROUP, INC.

EFFECTIVE DATE
10.23.96

FILED
96 OCT 24 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is SUNCOAST PHYSICIANS GROUP, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 601 Seventh Street South, St. Petersburg, Florida 33701.

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

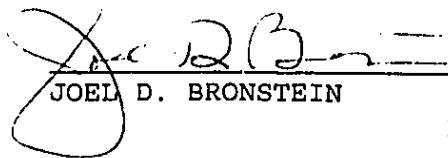
This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are JOEL D. BRONSTEIN, 150 Second Avenue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

117102

FILED
56 OCT 24 PM 2:32
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

P96000087884

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

SRC#2-1610

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

FILED
NOV 12 AM 11:16
TALLAHASSEE FLORIDA

Jeffrey J. Kallan

Refer to File No.

Write's Direct Dial No.

961061
November 7, 1996

898-6690

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

800002002578--1
-11/13/96--01082--003
****35.00 ****35.00

RE: Suncoast Physicians Group, 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
Sue Thomas
Paralegal to
Joel D. Bronstein

ST/klm

Encs.

cc: Suncoast Physicians Group, Inc.
117445

RA Chg.

VS NOV 18 1996

SRC 2-1610

CHANGE OF REGISTERED OFFICE AND AGENT
OF
SUNCOAST PHYSICIANS GROUP, INC.

FILED
96 NOV 12 AM 11:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO: SECRETARY OF STATE OF FLORIDA

1. The name of the Corporation is Suncoast Physicians Group, 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 601 Seventh Street South, St. Petersburg, Florida 33701.

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 Michael Rohr.
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 30, 1996

SUNCOAST PHYSICIANS GROUP, INC.

By: [Signature]
Steven R. Cohen, 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.

[Signature]
Michael Rohr, Registered Agent