1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086

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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P96000095710

ACCOUNT NO. : 072100000032

REFERENCE : 164610 1579E

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

ORDER DATE : November 22, 1996

ORDER TIME : 9:29 AM

ORDER NO. : 164610-005

CUSTOMER NO: 1579E

CUSTOMER: Ms. Kathleen Monday
FOLEY & LARDNER

P. O. Box 3391

Tampa, FL 33601-3391

300002012483--7

DOMESTIC FILING

NAME: TEAM PHYSICIANS OF FLORIDA, P.A.

FILED
96 NOV 22 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: DMC 11/22/96

FILED
96 NOV 22 PM 2:45
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TEAM PHYSICIANS OF FLORIDA, P.A.

THE UNDERSIGNED, acting as sole incorporator of **Team Physicians of Florida, P.A.** under Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is **Team Physicians of Florida, P.A.**

ARTICLE II

Business and Activities

This corporation may, and is authorized to, engage in any the practice of medicine and all of its specialties and may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and own real or personal property necessary for the rendition of professional services activity in accordance with the provisions of Chapter 621 of the Florida Statutes.

ARTICLE III

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, having a par value of $0.10 per share.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights with respect to new stock of this corporation.

ARTICLE V

Principal Office

The address of the Principal Office of the corporation is **9204 King Palm Drive, Tampa, Florida 33619**. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI

Mailing Address

The mailing address of the corporation is **9204 King Palm Drive, Tampa, Florida 33619.**

ARTICLE VII

Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is **1201 Hays Street, Tallahassee, Florida 32301**, and the initial Registered Agent at such address is **Corporation Service Company.**

ARTICLE VIII

Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the corporation is Three (3). 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 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 is as follows:

Michael P. Flynn, M.D.
Donald Skip Sallee, M.D.
H. Lynn Massingale, M.D.

ARTICLE IX

Incorporator

The name and address of the sole incorporator of the corporation is: **Vitauts M. Gulbis, Foley & Lardner, Post Office Box 3391, Tampa, Florida 33601-3391.**

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this **21st** day of **November, 1996.**

Vits M. [signature]

Vitauts M. Gulbis, Incorporator

FILED
96 NOV 22 PM 2:45
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in Article VII 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 it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED this 22nd day of November, 1996.

Corporation Service Company

By: Laura R. Dunlap

Registered Agent
LAURA R. DUNLAP, AS AGENT

P96000095710

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
800-342-8086

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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 169781 1579E

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 87.50

ORDER DATE : November 27, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 169781-005

500002016275--1

CUSTOMER NO: 1579E

CUSTOMER: Ms. Sherry Logsdon
Foley & Lardner
P. O. Box 3391

Tampa, FL 33601-3391

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96 NOV 27 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: TEAM PHYSICIANS OF FLORIDA, P.A.

EFFICTIVE DATE:

XXX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: ____

AMG 11/27

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION

OF

TEAM PHYSICIANS OF FLORIDA, P.A.

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Business Corporation Act, **TEAM PHYSICIANS OF FLORIDA, P.A.**, a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Name of Corporation. The name of the corporation is **TEAM PHYSICIANS OF FLORIDA, P.A.**

2. Under the provisions of Section 607.1005 of the Florida Business Corporation Act, the following amendment (the "Amendment") to the Articles of Incorporation was adopted by the incorporator of the Corporation:

Article III of the Articles of Incorporation of the Corporation, entitled "Shares" is hereby amended to read as follows:

ARTICLE III

Shares

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), having a par value of $.01 per share, consisting of two (2) classes of common stock, Class A and Class B. The Corporation shall be authorized to issue 5,000 shares of each class of common stock. The Class A and Class B shares shall be identical in all respects except that the holders of the Class B shares shall not be entitled to vote upon matters coming before the shareholders, except as may be provided by law.

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96 NOV 27 PM 1:54
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TALLAHASSEE, FLORIDA

3. The Amendment was adopted November 26, 1996 by the incorporator of the Corporation pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act. The Amendment was adopted without shareholder action. No shareholder action was required pursuant to Section 607.1005 of the Florida Business Corporation Act because the Corporation had not issued shares of stock as of the date of adoption of this Amendment.

IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Corporation this 26th day of November, 1996.

TEAM PHYSICIANS OF FLORIDA, P.A.

By: Vita M. G—

Vitauts M. Gulbis, Incorporator