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P.A.

Attorneys at Law

P 96000095969

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November 18, 1996

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

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-11/19/96--01134--013
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RE: **Phy-Med Medical Management, Inc.**

Dear Sirs:

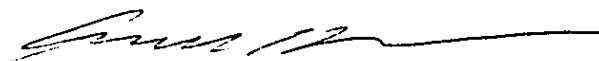
Enclosed please find an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering fees and charges for the items listed below, as indicated:

<u>X</u>	Articles of Incorporation filing fee:	\$35.00
<u>X</u>	Certified copy of Articles of Incorporation:	\$52.50
<u>X</u>	Registered Agent Designation Filing Fee	\$35.00
Total Enclosed		<u>\$122.50</u>

If the corporation name requested is not available, please call me immediately. Thank you for your cooperation.

Very truly yours,



Arnold D. Hessen

RLS/ymc
Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 19 PM 2:27

D. BROWN: NOV 25 1996

ARTICLES OF INCORPORATION
OF
PHY-MED MEDICAL MANAGEMENT, INC.

FILED
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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be Phy-Med Medical Management, Inc.

ARTICLE II - COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation with the Secretary of State. The duration of this corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America, or any other state, country, territory or nation.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of this corporation shall be: 13857 South Dixie Highway, Miami, Florida 33156. The mailing address of the corporation shall be the same.

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 3191 Coral Way, Ph-2, Miami, Florida 33145. The name of the initial registered agent for the corporation at that address is Arnold D. Hessen.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's initial Board of Directors shall be at least one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's Bylaws, but shall never be less than one.

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator for this corporation is: Arnold D. Hessen, 3191 Coral Way, Ph-2, Miami, Florida 33145.

ARTICLE IX - AMENDMENT

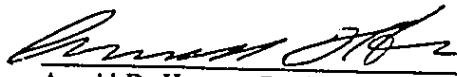
This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

The foregoing Articles of Incorporation of Phy-Med Medical Management, Inc. were executed by the undersigned at Miami, Florida on this 18 day of November, 1996.


Arnold D. Hessen, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Phy-Med Medical Management, Inc., at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.


Arnold D. Hessen, Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

On this 18 day of November, 1996, Arnold D. Hessen, named above as the individual who shall serve as this corporation's initial registered agent and incorporator, who is known to me, personally appeared before me, and signed and acknowledged these Articles of Incorporation of Phy-Med Medical Management, Inc.


Notary Public, State of Florida



YVETTE M. CARRERO
My Commission CC403096
Expires Aug. 30, 1998
Bonded by HAI
800-422-1555

P96000095969

KENDALE LAKES MEDICAL CENTER, INC. 13500 S.W. 88TH ST. STE. 180 305-385-9919 MIAMI, FL 33186		2593
PAY TO THE ORDER OF	<u>8/1</u> 19 <u>97</u>	63-243/670 0500244
<u>Division of Corporation</u>	\$ <u>35</u> ⁰⁰ / ₁₀₀	
<u>thirty five</u>	100 DOLLARS	
NATIONS BANK NATIONS BANK OF FLORIDA N.A.	<u>Tabira B. B. B.</u>	
FOR <u>acc # 796000095969 (7)</u>		
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sg 8/12/97

ARTICLES OF DISSOLUTION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: PHY-MED MEDICAL MANAGEMENT, INC.

SECOND: The date dissolution was authorized: 4/15/97

THIRD: Adoption of Dissolution (CHECK ONE)

☐ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☒ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 1 day of 8, 19 97.

Signature

(By the Chairman or Vice Chairman of the Board, President, or other officer)

MICHAEL GREGORIAN, M.D.

(Typed or printed name)

PRESIDENT

(Title)