

CONTACT:

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UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

300002017213--3
-12/02/96--01017--023
****122.50 ****122.50

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known): 300002017213--3

-12/02/96--01017--024
*****8.75 *****8.75

1

PRG Rath Acq. Corp.

(Corporation Name)

(Document #)

2

(Corporation Name)

(Document #)

3

(Corporation Name)

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4

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Pick Up Time



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AL DEC - 2 1996



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Certificate of Status



Certificate of Good Standing



ARTICLES ONLY



ALL CHARTER DOCS



Certificate of FICTITIOUS NAME



FICTITIOUS NAME SEARCH



CORP SEARCH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR
PICKUP BY
UCC SERVICES

Examiner's Initials

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
PRG Rath Acq. Corp.

FILED
95 DEC -2 PM 4:00
CLERK
OF THE
COURT
JAN 1 1996

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:

PRG Rath Acq. Corp.

SECOND: The street address of the initial principal office and, if different, the mailing address of the corporation is 5430 LBJ Freeway, Suite 1540, Dallas, Dallas County, Texas 75240.

THIRD: The number of shares the corporation is authorized to issue is One Thousand (1,000).

FOURTH: No stockholder of the Corporation will, solely by reason of holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such stockholder. The Board of Directors may authorize the issuance of, and the Corporation may issue, shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase any such shares, without offering any shares of any class to the existing holders of any class of stock of the Corporation.

FIFTH: To the fullest extent permitted by the laws of the State of Florida as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article Five shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article Five.

SIXTH: The street address of the initial registered office of the corporation is 526 East Park Ave., Tallahassee, Florida 32301, and the name of its initial registered agent at such address is NRAI Services, Inc.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is One (1), and the name and address of the person who is to serve as sole director until their successors are elected and shall qualify is:

Richard J. D'Amico
c/o Physicians Resource Group, Inc.
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240

EIGHTH: The name and address of the incorporator is:

Pamela M. Arsenaull
c/o Physicians Resource Group, Inc.
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240

95 DEC -2 PM 11:00
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The undersigned has executed these Articles of Incorporation this 27th day of November, 1996.

Pamela M. Arsenaull
Pamela M. Arsenaull, Incorporator

Acceptance by the Registered Agent is required in Section 607.0501(3) F.S.: NRAI Services, Inc. is familiar with and accepts the obligations provided for in Section 607.050.

Dated Dec. 2, 1996, 1996.

NRAI Services, Inc.

By: Betty B. Young
Betty B. Young
(Type Name of Officer)

Assist. Secretary
(Title of Officer)

P96000097200

ARTICLES OF MERGER
Merger Sheet

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MERGING:

PRG RATH ACQ. CORP., a Florida corporation, document number
P96000097200

INTO

ROGER RATH & ASSOCIATES, M.D., INC., a Florida corporation, 526250

File date: January 10, 1997

Corporate Specialist: Karen Gibson