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CR2E031 (1-89)

State of Florida

Articles of Incorporation

of

InPhyNet Managed Care Acquisition Corp.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: InphyNet Managed Care Acquisition Corp.

SECOND: The street address of the principal office of the corporation and its mailing address is:

1200 S. Pine Island Rd., Suite 600, Plantation, Florida, 33324

THIRD: The number of shares the corporation is authorized to issue is One Thousand (1,000) each with the par value of Zero Dollars and One Cent (\$0.01).

FOURTH: The street address of the initial registered office of the corporation is C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, and the name of its initial registered agent at such address is C T CORPORATION SYSTEM.

FIFTH: The name and address of each incorporator is:

Joey Bryan

660 East Jefferson Street, Tallahassee, Florida 32301

Incorporator

C T CORPORATION SYSTEM

The undersigned have executed these articles of incorporation this 3rd day of December, 1996.

Acceptance by the Registered Agent of

InPhyNet Managed Care Acquisition Corp.

as required in Section 607.0501

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

Dated 3rd day of December, 1996

CONNIE BRYAN

(DYPHAN-MESICIARTISEERETHIN)

(Title of Officer)

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Document Number Only CT CORPORATION SYSTEM Requestor's Name 660 East Jefferson Street 700002224847--9 -06/27/97--01053--016 *****35.00 *****35.00 Address <u> 222-1092</u> Tallahassee, FL 32301 Phone Zip State City CORPORATION(S) NAME -cominition Care Managed 12290 -17 () Merger () Profit () Amendment () NonProfit () Limited Liability Co. Dissolution/Withdrawal () Mark () Foreign () Other UCC Filing () Annual Report () Change of R.A. () Limited Partnership () Reservation ()Fic. Name () Reinstatement () CUS () Photo Copies () Certified Copy () After 4:30 () Call if Problem Pick Up () Call When Ready Walk In () Mail Out PLEASE RETURN EXTRA COPIES RETURN STAMPORATION OF CORPORATION Name 6-27 Avallability Document Examiner 6/21 Updater Verifier Acknowledgment W.P. Verifier

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ARTICLES OF DISSOLUTION 97 JUN 27 PM 1:47

ALLAHASSEE FLORIDA

Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST:	on Corp.	e of the corporation is InPhyNet Managed Care				
SECOND:	The articles of incorporation were filed on December 3, 1996.					
THIRD:		None of the corporation's shares have been issued. The corporation has not commenced business.				
FOURTH:		No debt of the corporation remains unpaid. The net assets of the corporation remaining after winding up have				
SIXTH:	Adoption of Dissolution A majority of the incorporators authorized the dissolution.					
	X	A majority of the directors additionable the area				

Signed this Twentieth day of June, 1997.

Signature David C. Peck, Corporate Secretary