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TALLAHASSEE, FL 32301-2607
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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 174982 132254A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 4, 1996

ORDER TIME : 10:38 AM

ORDER NO. : 174982-005

CUSTOMER NO: 132254A

CUSTOMER: Susan W. Carlson, Esq
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

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

DOMESTIC FILING

NAME: SPSMG PHYSICIANS GROUP, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: _____

TH
12-4-96

ARTICLES OF INCORPORATION
OF
SPSMG PHYSICIANS GROUP, INC.

FILED
96 DEC -4 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is SPSMG 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 December 2, 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.

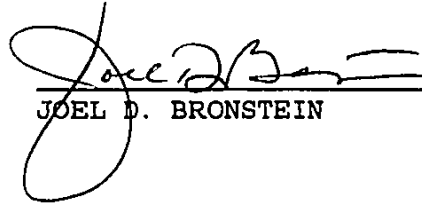
ARTICLE VIII.

INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 2nd day of December, 1996.



JOEL D. BRONSTEIN

INCORPORATOR

117831