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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: HARLLEE, FORGES, HAMLIN & HAMRICK, P.A.

ACCT#: 076077002227

CONTACT: LINDA JONES

PHONE: (941)748-3770

FAX #: (941)746-4160

NAME: 1ST PHYSICIANS, INC.

AUDIT NUMBER.....H97000000055

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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Handwritten signature and date: 1/13/97

FAX AUDIT NUMBER: H97000000055

ARTICLES OF INCORPORATION
OF
1st PHYSICIANS, INC.

ARTICLE I. NAME

The name of this corporation shall be 1st PHYSICIANS, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 1101 6th Avenue West, Suite 104, Bradenton, Florida 34205.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of signing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any

PREPARED BY:
Shelby A. Gallagher, Esq. (Bar No.: 0046371)
Harlee, Porges, Hamlin,
Knowles, Bald & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, Florida, 34205
(941)748-3770

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former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 1205 Manatee Avenue West, Bradenton, FL 34205.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Shelly A. Gallagher.

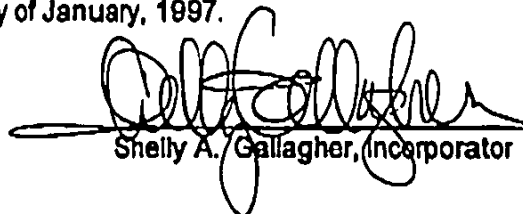
ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Shelly A. Gallagher, 1205 Manatee Avenue West, Bradenton, FL 34205.

ARTICLE IX. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles Of Incorporation of this corporation shall be vested in the shareholders by a majority vote of such shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 2nd day of January, 1997.


Shelly A. Gallagher, Incorporator

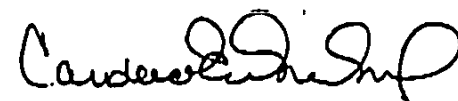
STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 2nd day of January, 1997, by Shelly A. Gallagher, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me.

(NOTARY STAMP)



CANDACE E. DRINKARD
My Commission CC613208
Expires Jan. 22, 2000

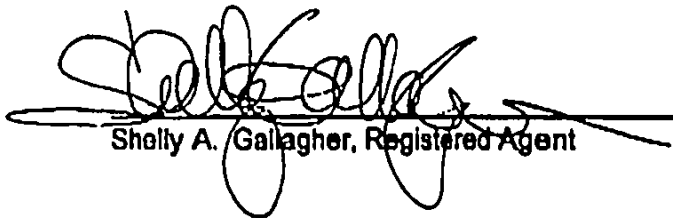

Candace E. Drinkard
Notary Public

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of 1st PHYSICIANS, INC., which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (1991), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 29 day of January, 1997.


Shelly A. Gallagher, Registered Agent

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