

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLEARLAKE CENTRE, SUITE 500
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P.O. BOX 3555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (407) 835-8500
FACSIMILE (407) 650-8530

JAMES A. FARRELL
(407) 835-8539

Via Fax

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

800002053488--1
-01/10/97--01016--009
****122.50 ****122.50

Re: **Primary Care Partners of South Florida, Inc.**

Ladies and Gentlemen:

Enclosed herewith is one executed original and one copy of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State in the amount of \$122.50, in payment of the following:

| | |
|-----------------------------|--------------|
| Filing Fee | \$35.00 |
| Certified Copy | 52.50 |
| Registered Agent Filing Fee | <u>35.00</u> |
| | \$122.50 |

We are also submitting herewith a copy the Department's letter no. 496A00054407, pursuant to which the above corporate name was previously reserved. Please return the certified copy of Articles and Certificate of Incorporation to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

J. A. Farrell
James A. Farrell

Enclosures
cc: Dominic Maggio, M.D.

WPB95 33532

AMSTERDAM OFFICE
1110 PAVILION AVENUE 20
1000 AMSTERDAM
THE NETHERLANDS
TELEPHONE 020 420 660 0700
FACSIMILE 020 420 660 1175

KEY LARGO OFFICE
OCEAN BEACH CLUB
OCEAN BEACH DRIVE
SUITE A206
OCEAN BEACH PLAZA
KEY LARGO, FLORIDA 33097
TELEPHONE (305) 967-2901

LONDON OFFICE
20 MONSIEUR
LONDON W1V 5LE, ENGLAND
TELEPHONE 01 4471 491 4000
FACSIMILE 01 4471 491 4290

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH DIXIE AVENUE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 436-6000
BROWARD (954) 467-0041
FACSIMILE (305) 436-9902

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 421-1200
FACSIMILE (407) 421-0116



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1996

MITCHELL A. YELEN
PINCHASIK, STRONGIN, MUSKAT, STEIN & CO.
3225 AVIATION AVENUE SUITE 500
MIAMI, FL 33133

The name PRIMARY CARE PARTNERS OF SOUTH FLORIDA, INC. has been reserved for 120 days beginning December 4, 1996. The reservation number is R96000005721 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Emily Prine

Letter number: 496A00054407

RECEIVED

**ARTICLES OF INCORPORATION
OF
PRIMARY CARE PARTNERS OF SOUTH FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act,
the undersigned corporation adopts the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be Primary Care Partners of South Florida, Inc. (the
"Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 1321 N.W. 14th Street, Suite 200, Miami,
Florida 33125.

ARTICLE III

Purpose

This Corporation is organized for the purpose of providing physician services through
physicians practicing in primary care medicine and for providing medical and surgical services
to members of the public, and for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplement thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Registered Office and Agent

The street address of the registered office of this Corporation is 1321 N.W. 14th Street, Suite 200, Miami, Florida 33125, and the name of the registered agent of this Corporation at that address is Dominic Maggio, M.D.

ARTICLE VII

Board of Directors

This Corporation shall initially have three (3) directors. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names of the initial directors of this Corporation are:

Robert Cava, M.D.

Dominic Maggio, M.D.

Freddie Rodriguez, M.D.

ARTICLE VIII

Officers

The affairs of this Corporation shall be managed by a President, Vice President, Secretary, Treasurer, and such other additional officers as may be provided by the Bylaws, any combination of which titles may be united in one person. The officers shall serve as set forth in the Bylaws of the Corporation.

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors with a right of approval by the Shareholders.

ARTICLE X

Amendment of Articles

These Articles may be amended at any time by the Board of Directors, and upon the approval of the Shareholders.

ARTICLE XI

Indemnification

1. The Corporation hereby indemnifies any Officer or Director made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable

belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of settlement or such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XII

Incorporators

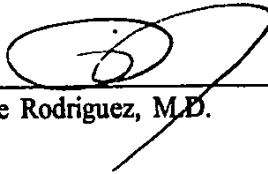
The name and address of the persons signing these Articles is as follows: Robert Cava, M.D.; Dominic Maggio, M.D.; and Freddie Rodriguez, M.D., all of Suite 200, 1321 N.W. 14th Street, Miami, FL 33125.



Robert Cava, M.D.



Dominic Maggio, M.D.



Freddie Rodriguez, M.D.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 30 DAY OF DECEMBER, 1996



Dominic Maggio, M.D.
(Registered Agent)

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30 day of December, 1997, by Robert Cava, M.D.; Dominic Maggio, M.D.; and Freddie Rodriguez, M.D., as Incorporators, of Primary Care Partners of South Florida, Inc., a corporation, to me well known, or who produced _____ as identification, and whom did not take an oath.

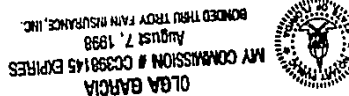
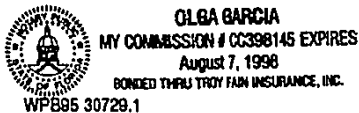
Olga Garcia
Sign Name

OLGA GARCIA
Print Name

Notary Public, State and County aforesaid

(NOTARY SEAL)

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE FLORIDA