

**FILSON & PENGE, P.A.**  
ATTORNEYS AT LAW

Richard A. Filson  
Susan Penge Filson

January 29, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

200002077022--6  
-02/04/97--01109--019  
\*\*\*\*122.50 \*\*\*\*122.50

RE: U.S. HEALTH CARE MANAGEMENT, INC.

Enclosed please find the original Articles of Incorporation of U.S. Health Care Management, Inc., together with a copy of the same, and a check in the amount of \$122.50 for filing the corporation.

Please file the enclosed document and return a certified copy to this office. Thank you.

Sincerely,

  
Richard A. Filson

RAF/jtl  
Enclosures

**FILED**  
97FEB-3 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dmp*  
*2.5.97*

ARTICLES OF INCORPORATION  
OF  
U.S. HEALTH CARE MANAGEMENT, INC.

**FILED**  
97 FEB -3 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: U.S. HEALTH CARE MANAGEMENT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State.

ARTICLE III - NATURE OF BUSINESS

The Corporation is authorized to provide evaluation and management of medical practices, and to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE DOLLAR AND NO/100 (\$1.00) par value common stock which shall be designated as "Common Share".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other.

ARTICLE VI - ADDRESS

The initial principal place of business of this corporation in the State of Florida is: 2727 South Tamiami Trail, Suite 2,

Sarasota, Florida. The Corporation may from time to time move the principal office to any other address in Florida.

**ARTICLE VII - REGISTERED AGENT**

The name and address of the initial Registered Agent of this corporation is:

RICHARD A. FILSON, ESQUIRE  
2727 South Tamiami Trail, Suite 2  
Sarasota, Florida 34239

**ARTICLE VIII - DIRECTORS**

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws, adopted by the shareholders. The name and address of the initial Directors are:

GENE E. MYERS  
2727 South Tamiami Trail, Suite 1  
Sarasota, Florida 34239

**ARTICLE IX - INCORPORATOR**

The name and post office address of the incorporator to these Articles of Incorporation is:

GENE E. MYERS  
2727 South Tamiami Trail, Suite 1  
Sarasota, Florida 34239

**ARTICLE X - OFFICERS**

The Corporation shall have a President, Secretary and Treasurer who shall be elected by the shareholder together with such other officers and assistant officers as may be deemed necessary and are eligible. The names and post offices addresses of the initial officers are:

GENE E. MYERS,  
2727 South Tamiami Trail, Suite 1  
Sarasota, Florida 34239  
President

JOAN DAVIS  
c/o 2727 South Tamiami Trail, Suite 1  
Sarasota, Florida 34239  
Vice President, Secretary, Treasurer

**ARTICLE XI - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

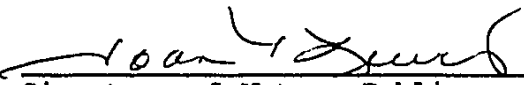
IN WITNESS WHEREOF, the undersigned has placed his hand and seal at Sarasota, Florida this 29<sup>th</sup> day of January, 1997.

  
GENE E. MYERS

STATE OF FLORIDA     )  
                              )   SS  
COUNTY OF SARASOTA )

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared GENE E. MYERS, who is personally known to me and known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 29<sup>th</sup> day of January, 1997.

  
Signature of Notary Public  
Printed name of Notary:  
Commission expiration:



Joan T. Lewis  
MY COMMISSION # CC613021 EXPIRES  
January 12, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**

**97 FEB -3 PM 2:52**


**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that U.S. HEALTH CARE MANAGEMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2727 South Tamiami Trail, Suite 2, Sarasota, Florida 34239, has named RICHARD A. FILSON, ESQUIRE, located at 2727 S. Tamiami Trail, Suite 2, Sarasota, Florida 34239, as its agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
RICHARD A. FILSON, ESQUIRE  
2727 S. Tamiami Trail - Suite 2  
Sarasota, Florida 34239  
(941) 952-0771