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MARY ELLEN BORJA, P.A.

Attorney at Law

FLORIDA BAR BOARD CERTIFIED
MARITAL AND FAMILY LAW

CERTIFIED FAMILY COURT
MEDIATOR

ALSO LICENSED TO PRACTICE IN
THE STATE OF NEW YORK

February 6, 1997

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

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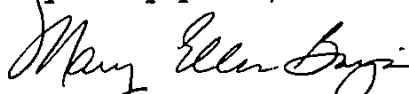
Re: Articles of Incorporation
PriCare Management Services, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the
Articles of Incorporation for the above-referenced for-profit
corporation, together with a check for \$122.50 for the filing fee.

Thank you for your assistance.

Very truly yours,


MARY ELLEN BORJA, ESQ.

MEB/cm

Enclosure

FEB 11 1997

BSB

RECEIVED
97 FEB 10 PM 3:59
TALLAHASSEE, FLORIDA
STATE

ARTICLES OF INCORPORATION
of
PriCare Management Services, Inc.

FILED
97 FEB 10 PM 3: 59
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is PriCare Management Services, Inc.

ARTICLE II - DURATION

This Corporation shall exist for a perpetual period.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida. The corporation plans to establish a management service organization with the primary focus to provide data processing, reporting and administrative services to physician and provider groups or corporations.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation.

The price and terms at which, and the time within which, such may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE VII - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of the Corporation must be taken at a meeting of shareholders of this Corporation, duly called as provided by law.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than one (1), nor more than five (5). The names and addresses of the directors constituting the initial Board of Directors are:

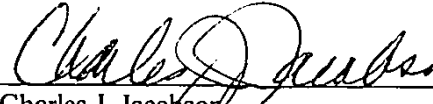
<u>Name</u>	<u>Address</u>
Charles J. Jacobson, President	2323 Curlew Road, Ste. 7E Palm Harbor, FL 34683
Richard E. Promin, M.D., Vice President	2215 S.E. Ft. King St., Ste. C Ocala, FL 34471
Larry R. Popeil, M.D., Secretary/Treasurer	1224 S.E. Magnolia Extension Ocala, FL 34471

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL

OFFICE ADDRESS

The initial registered office of this Corporation shall be 2323 Curlew Road, Suite 7E, Palm Harbor, Florida 34683, and the initial registered agent of this Corporation at such office shall be Charles J. Jacobson, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

AGENCY ACCEPTED:


Charles J. Jacobson

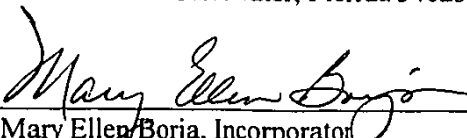
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TALLAHASSEE, FLORIDA

ARTICLE XII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

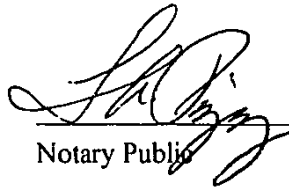
Name
Mary Ellen Borja, Esquire

Address
Ameri-Life Towers
First Floor East
2536 Countryside Boulevard
Clearwater, Florida 34623


Mary Ellen Borja, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation of PriCare Management Services, Inc. were acknowledged before me this 6th day of February, 1997, by Mary Ellen Borja, Incorporator.



Notary Public

My Commission Expires:

