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FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: HEALTH PARTNERS MEDICAL GROUP, INC.

AUDIT NUMBER.....H97000002513

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

CERT. OF STATUS..1

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 12, 1997

CORPORATE CREATIONS INTERNATIONAL

SUBJECT: HEALTH PARTNERS MEDICAL GROUP, INC.
REF: W97000003498

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ARTICLES OF INCORPORATION
OF
HEALTH PARTNERS MEDICAL GROUP, INC.

The undersigned, acting as incorporator of HEALTH PARTNERS MEDICAL GROUP, INC., under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, adopts the following articles of incorporation:

ARTICLE I - NAME

The name of this corporation is HEALTH PARTNERS MEDICAL GROUP, INC. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 250 Dixie Boulevard, Suite 203, Delray Beach, Florida 33444.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to arrange for the delivery of health care services through direct and indirect contracts and arrangements with physicians and other health care providers and with preferred provider health insurance organizations or arrangements, health maintenance organizations,

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corporate employee benefit plans, union benefit plans, prepaid health plans, and other managed care arrangements entered into on behalf of enrollees in or beneficiaries of such arrangements, and to also engage in other activities which are necessary or beneficial in the delivery of health services under such contracts and arrangements. This Corporation is also empowered to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Corporate Creations Enterprises, Inc., 4521 PGA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418. The name of the initial registered agent at such address is Corporate Creations Enterprises, Inc.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have eight (8) directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the Bylaws but shall never be less than one (1). The names of the initial directors of this Corporation are:

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Joseph M. Sperduto, M.D.

Mark Clarke, M.D.

Janus Styperek, M.D.

Mitchell A. Perelman, M.D.

Diana M. Bridges, M.D.

James H. DeGerome, M.D.

Kenneth Lee, M.D.

Richard Siedelman, M.D.

ARTICLE VIII - BYLAWS

The initial Bylaws of this Corporation shall be adopted by the initial directors of this Corporation. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed pursuant to the terms of the Bylaws.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by applicable law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Joseph M. Sperduto, M.D., 250 Dixie Boulevard, Suite 203, Delray Beach, Florida 33444.

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ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 10th day of Feb, 1997.



Joseph M. Spaduto, M.D.
Incorporator

McDermott, Will & Emery
201 South Biscayne Boulevard
Suite 2200
Miami FL 33131-4336

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STATE OF FLORIDA)
COUNTY OF Palm Beach) ss: 362-50-2800

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Joseph M. Sparduto, M.D., known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of Health Partners Medical Group, Inc., a Florida corporation, and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me or has produced (personally known) as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of Feb., 1997.

Keith Hamilton
NOTARY PUBLIC

My Commission Expires: 9/98



KATHY DAMERON
My Comm Exp. 9/20/58
Bonded By Service Inc.
No. CC408375

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI 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. THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

DATED THIS 11th DAY OF FEBRUARY, 1997.

CORPORATE CREATIONS ENTERPRISES, INC.

By:

Registered Agent

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