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EMPIRE CORPORATE KIT

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: OUTSOURCE PHYSICIAN SERVICES, INC.

AUDIT NUMBER.....H97000002566

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

CERT. OF STATUS..0

PAGES..... 5

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EMPIRE CORPORATE KIT

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1997

EMPIRE

SUBJECT: OUTSOURCE PHYSICIAN SERVICES, INC.
REF: W97000003565

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ARTICLES OF INCORPORATION

OF

OUTSOURCE PHYSICIAN SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is: OUTSOURCE PHYSICIAN SERVICES, INC..

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares which this corporation is authorized to have outstanding at any time shall be 100 shares, having a One (\$1.00) Dollar value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators, or by the directors at a meeting called for such purpose, or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such of the capital stock as the directors of the company may decide.

Prepared By: Corey E. Hoffman
Florida Bar No. 229776
3250 Mary Street, Suite 400
Coconut Grove, FL 33133
305-442-4333

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FOURTH: The amount of capital with which the corporation may begin business will not be less than One Hundred (\$100.00) Dollars.

FIFTH: The corporation is to have perpetual existence.

SIXTH: The principal place of business of this corporation shall be:

1390 South Dixie Highway
Suite 1304
Coral Gables, FL 33146

SEVENTH: The number of directors constituting the initial board of directors is Two (2).

EIGHTH: The name and post office address of the President, Vice-president, Secretary and Treasurer who, subject to the provisions of these Articles of Incorporation and of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

President and Treasurer:
JAMES G. SCHWABE, MD, FACH
1390 S. Dixie Highway
Suite 1304
Coral Gables, FL 33146

Vice President and Secretary:
JOSHUA BLANK
1390 S. Dixie Highway
Suite 1304
Coral Gables, FL 33146

NINTH: The name and post office address of the incorporator is:

JOSHUA BLANK
1390 South Dixie Highway
Suite 1304
Coral Gables, FL 33146

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

ELEVENTH: Cumulative voting may be permitted by the terms of

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the by-laws.

IN WITNESS HEREOF, the parties have hereunto set their hands
and seals on this 11 day of February, 1997.



JOSEPH BLANK, INCORPORATOR (SEAL)

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly
authorized in the State aforesaid and in the County aforesaid to
take acknowledgments, personally appeared JOSEPH BLANK and
acknowledged the foregoing instrument.

WITNESS my hand and official seal in the County and State last
aforesaid this 11 day of February, 1997.

My Commission Expires:



NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



LIANA M. PINA
My Commission 00333307
Expires Nov. 28, 1997
Bonded by HAI
800-422-1858

____ Personally known to me; or
____ Produced identification

____ Did take an oath
____ Did not take an oath

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

OUTSOURCE PHYSICIAN SERVICES, INC.

Pursuant to Chapter 607.0501 Florida Statutes, the following
is submitted, in compliance with said Act:

First-That **OUTSOURCE PHYSICIAN SERVICES, INC.** desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation of Dade
County, State of Florida has named **COREY E. HOFFMAN**, 3250 Mary
Street, Suite 400, Coconut Grove, FL 33133, as its agent to accept
service of process within the state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
sated corporation, at 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.

By: *Corey E. Hoffman*
COREY E. HOFFMAN, REGISTERED AGENT

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