

PS70000021650

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: VISIONARY HEALTH
Services, Inc

C.C. FEE. DISBURSED

| | | |
|--|-------|-----------------------|
| <input checked="" type="checkbox"/> Capital Express™ | _____ | _____ |
| <input checked="" type="checkbox"/> Art. of Inc. File | _____ | _____ |
| <input type="checkbox"/> Corp. Record Search | _____ | _____ |
| <input type="checkbox"/> Ltd. Partnership File | _____ | _____ |
| <input type="checkbox"/> Foreign Corp. File | _____ | _____ |
| <input checked="" type="checkbox"/> () Cert. Copy(s) | _____ | _____ |
| <input type="checkbox"/> Art. of Amend. File | _____ | _____ |
| <input checked="" type="checkbox"/> Dissolution/Withdrawal | _____ | _____ |
| <input checked="" type="checkbox"/> C U S- <u>G/S</u> | _____ | _____ |
| <input type="checkbox"/> Fictitious Name File | _____ | _____ |
| <input type="checkbox"/> Name Reservation | _____ | _____ |
| <input type="checkbox"/> Annual Report/Reinstatement | _____ | _____ |
| <input type="checkbox"/> Reg. Agent Service | _____ | _____ |
| <input type="checkbox"/> Document Filing | _____ | _____ |
| <input type="checkbox"/> Corporate Kit | _____ | _____ |
| <input type="checkbox"/> Vehicle Search | _____ | _____ |
| <input type="checkbox"/> Driving Record | _____ | _____ |
| <input type="checkbox"/> Document Retrieval | _____ | _____ |
| | | 20000211182--6 |
| | | -03/12/97--01065--002 |
| | | ****131.25 ****131.25 |
| <input type="checkbox"/> UCC 1 or 3 File | _____ | _____ |
| <input type="checkbox"/> UCC 11 Search | _____ | _____ |
| <input type="checkbox"/> UCC 11 Retrieval | _____ | _____ |
| <input type="checkbox"/> File No.'s, _____ Copies | _____ | _____ |
| <input type="checkbox"/> Courier Service | _____ | _____ |
| <input type="checkbox"/> Shipping/Handling | _____ | _____ |
| <input type="checkbox"/> Phone () | _____ | _____ |
| <input type="checkbox"/> Top Priority | _____ | _____ |
| <input type="checkbox"/> Express Mail Prep. | _____ | _____ |
| <input type="checkbox"/> FAX () pgs. | _____ | _____ |
| SUBTOTALS | | _____ |

| | | | |
|--------------------------------|----|-------|-------|
| FEE..... | \$ | _____ | |
| DISBURSED..... | \$ | _____ | |
| SURCHARGE..... | \$ | _____ | |
| TAX on corporate supplies..... | \$ | _____ | |
| SUBTOTAL..... | \$ | _____ | |
| PREPAID..... | \$ | _____ | |
| BALANCE DUE..... | \$ | _____ | |
| | | \$ | _____ |

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per Annum.

THANK YOU
from _____
Your Capital Connection

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
DATE _____
TIME _____ CK No. _____
BY _____

WALK-IN _____
Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
VISIONARY HEALTH SERVICES, INC.**

FILED
97 MAR 10 PM 3:30
TAMPA FLORIDA

The undersigned, acting as incorporator of the corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be VISIONARY HEALTH SERVICES, INC. (the "Corporation")

ARTICLE II

Principal Office

The address of the principal place of business and the mailing address of the Corporation are 13602 N. 46th Street, Tampa, FL 33613.

ARTICLE III

Purposes

The general nature of the business and other activities to be transacted by the Corporation are all lawful purposes, including without limitation, the negotiating of contracts between payors and providers of medical services, credentialing of providers and performance of continuous quality improvement activities.

The foregoing paragraphs shall be construed as enumerating both purposes and objectives of the Corporation, and the foregoing enumeration of specific purposes and objectives shall not limit or restrict in any manner the powers of the Corporation otherwise provided or authorized by law.

ARTICLE IV

Duration

The Corporation shall have perpetual existence commencing when these Articles of Incorporation are filed.

ARTICLE V

Capital Stock

The Corporation is authorized to issue one hundred thousand (100,000) shares of common stock, having a One Cent (\$0.01) par value, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI

Initial Registered Office and Agent

The name and address of the Corporation's initial registered office and agent are HOMISCO INCORPORATION, INC., 222 Lakeview Avenue, Suite 800, West Palm Beach, FL 33401.

ARTICLE VII

Incorporators

The name and address of the Incorporator to these Articles of Incorporation is Raymond J. Sever, M.D., 13602 N. 46th Street, Tampa, FL 33613.

ARTICLE VIII

Board of Directors

The management and affairs of the Corporation shall be managed by or under the direction of a Board of Directors initially having five (5) members. The number of Directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation, who shall serve until their successors are duly elected and qualified or until their earlier resignation or removal, are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------------|--|
| Mark E. Hammer, M.D. | 508 S. Habana Avenue, Suite 120 Tampa, FL 33609 |
| Bruce Hess, M.D. | 880 6th Street S., Suite 350 St. Petersburg, FL 33701 |
| Thomas J. Pusateri, M.D. | 13602 N. 46th Street Tampa, FL 33613 |
| Raymond J. Sever, M.D. | 13602 N. 46th Street Tampa, FL 33613 |
| Harris Silverman, M.D. | 6002 Pointe West Blvd. Bradenton, FL 34209 |

ARTICLE IX

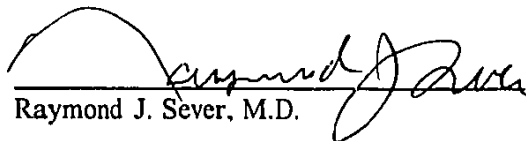
Amendment of Articles of Incorporation and Bylaws

Amendment of these Articles of Incorporation or the Bylaws of the Corporation requires sixty-five percent (65%) of the votes cast by the then current Shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator hereby executes these Articles of Incorporation as of this 5th day of March, 1997.

INCORPORATOR

By:

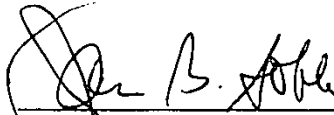

Raymond J. Sever, M.D.

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent, and to accept service of process for the Corporation at the place designated in Article IV above in this Certificate, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accept the obligations of its position as Registered Agent.

HOMISCO INCORPORATION, INC.

By:


James B. Soble, Secretary

TAMPA/79277.1

FILED
97 MAR 10 PM 3:30
TALMADGE & SONS, INC.
TAMPA, FLORIDA