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March 6, 1997

Secretary of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32399

000002112030--8  
-03/12/97--01137--011  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: **Articles of Incorporation of  
Physicians' Purchasing Alliance, Inc.**

Gentlemen:


Enclosed herewith are the original and one (1) copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$122.50 covering the filing fee, certified copy and registered agent designation.

Please forward the certified copy to our office at your earliest convenience.

Please contact the undersigned if you have any questions. Thank you for your prompt attention to this matter.

Very truly yours,

ARAN CORREA & GUARCH, P.A.

  
Toni Ann Parra  
Secretary to the Firm

Enclosure

secstate.ltr

A. CHESER

MAR 18 1997

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**Physicians' Purchasing Alllance, Inc.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this corporation shall be:

Physicians' Purchasing Alliance, Inc.

Its principal place of business and/or mailing address shall be:

132 Minorca Avenue  
Coral Gables, FL 33134

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TALLAHASSEE, FLORIDA

**ARTICLE II**  
**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**  
**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV**  
**TERMS OF EXISTENCE**

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

710 South Dixie Highway  
Coral Gables, Florida 33146

The name of the initial registered agent of this Corporation at that address shall be:

Fernando S. Aran, Esquire

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

**ARTICLE VII**  
**DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Jorge C. Busse  
7221 S.W. 84<sup>th</sup> Place  
Miami, Florida 33143

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Jorge C. Busse  
7221 S.W. 84<sup>th</sup> Place  
Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 3rd day of March, 1997.

  
Jorge C. Busse  
Incorporator

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF DADE     )

THE FOREGOING instrument was acknowledged before me this 3rd day of March, 1997, by Jorge C. Busse who is personally known to me or who has produced the following as identification: N/A and who did/did not take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida

Seal:



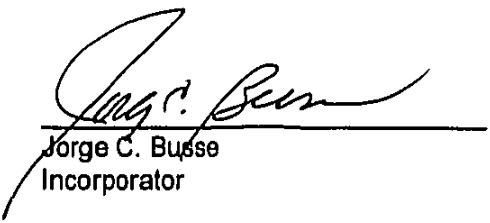
TONI ANN PARRA-CARRASCO  
My Commission CC323721  
Expires Nov. 13, 1997  
Bonded by HAI  
800-422-1555

**DESIGNATION AND ACCEPTANCE**


**OF**

**REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Physicians' Purchasing Alliance, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at 710 South Dixie Highway, Coral Gables, Florida 33146, has named Fernando S. Aran, Esquire, located thereat as its registered agent to accept service of process within this state.

  
\_\_\_\_\_  
Jorge C. Busse  
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

  
\_\_\_\_\_  
Fernando S. Aran, Esquire  
Registered Agent

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