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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

*Princeton Medical Management Resources*  
*of Sarasota, Inc.*

☒ Profit - Articles

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☐ Certified Copy

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CR2E031 (1-89)

D. BROWN MAR 18 1997

**PRINCETON MEDICAL MANAGEMENT OF FLORIDA, INC.**  
8637 Fredericksburg Road, Suite 260  
San Antonio, Texas 78240

George M. Rapier III  
President

March 14, 1997

Secretary of State of Florida  
Corporate Department  
Tallahassee, Florida


Re: Princeton Medical Management Resources of Sarasota, Inc.

Dear Madam or Sir:

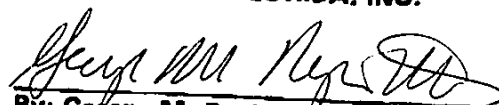
Princeton Medical Management Resources, Inc., a Texas corporation ("Parent Corporation") is the sole shareholder of Princeton Medical Management Resources of Florida, Inc. ("PMMR Florida"), and will be the majority shareholder of Princeton Medical Management Resources of Sarasota, Inc. ("Sarasota Corporation"). Filed herewith are the Articles of Incorporation of the Sarasota Corporation. The Parent Corporation and PMMR Florida specifically consent to the use of the name "Princeton Medical Management Resources of Sarasota, Inc." by the Sarasota Corporation.

Very truly yours,

**PRINCETON MEDICAL MANAGEMENT  
RESOURCES, INC.**

  
By: George M. Rapier III, President

**PRINCETON MEDICAL MANAGEMENT  
RESOURCES OF FLORIDA, INC.**

  
By: George M. Rapier III, President

State of Florida  
Articles Of Incorporation  
Of  
Princeton Medical Management Resources of Sarasota, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Article 1

The name of the corporation that satisfies the requirements of section 607.0401 is:

Princeton Medical Management Resources of Sarasota, Inc.  
(the "Corporation").

Article 2

The street address of the initial principal office and, if different, the mailing address of the Corporation is:

8637 Fredericksburg Road, Suite 250, San Antonio, Texas 78240

Article 3

The aggregate number of shares of non-preferred common stock that the Corporation shall have authority to issue is 1,000 of the par value of Ten Cents (\$0.10) each.

Article 4

Provisions granting preemptive rights are:

The shareholders of the Corporation shall have a pre-emptive right to acquire additional, unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of the Corporation.

Article 5

The street address of the initial registered office of the Corporation and the name of its initial registered agent at such address is:

Registered Office: CT Corporation System, 1200 South Pine Island Road, City

of Plantation, Florida 33324

Registered Agent: CT Corporation System

#### Article 6

The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the directors who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

George M. Rapier III  
8637 Fredericksburg Road, Suite 250, San Antonio, Texas 78240

George J. Atiee  
8637 Fredericksburg Road, Suite 250, San Antonio, Texas 78240

P. Terrence Nugent  
8637 Fredericksburg Road, Suite 250, San Antonio, Texas 78240.

#### Article 7

The name and address of the incorporator of the Corporation is:

William M. Rork  
Echavarria & Rork, P.C.  
314 E. Commerce Street, Suite 603  
San Antonio, Bexar County, Texas 78205.

#### Article 8

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this article does not eliminate or limit the liability of a director for:

(1) a breach of a director's duty of loyalty to the Corporation or its shareholders;


(2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional

misconduct or a knowing violation of the law;

(3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the directors' office; or

(4) an act or omission for which the liability of a director is expressly provided for by statute.

IN WITNESS WHEREOF, I have executed these Articles this 14th day of March 1997.

  
William M. Rork, Incorporator

Acceptance by the Registered Agent as required in section 607.0501(3) F.S.:

CT Corporation System is familiar with and accepts the obligations of being appointed Registered Agent provided for in section 607.0505.

CT Corporation System

Dated: March \_\_, 1997

  
By: CONNIE BRYAN  
Its: SPECIAL ASSISTANT SECRETARY

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SECRETARY DEPARTMENT  
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