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March 21, 1997

PERSONAL AND CONFIDENTIAL

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-03/24/97--01081--015
****122.50 ****122.50

Re: Geriatric and Urgent Physician Services, Inc.

Gentlemen:

Please find enclosed the original and one copy of the **Articles of Incorporation** for the above corporation, which will begin its existence on April 1, 1997. Also enclosed is our firm check for \$122.50 to cover the \$35.00 filing fee, \$52.50 fee for the certified copy and the \$35.00 fee for the designation of registered agent.

Once the Articles have been filed, please return the certified copy to me at the above address. Thank you for your assistance.

Sincerely,

Karen Brawn

Karen Brawn, Legal Assistant to
Robert W. Mead, Jr.

kb

Enclosures

cc: Rodney C. Kang, M.D.
(with enclosure)

97 MAR 24 PM 1:11
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

97 3/27/97

EFFECTIVE DATE

4/1/97

ARTICLES OF INCORPORATION

OF

GERIATRIC AND URGENT PHYSICIAN SERVICES, INC.

FILED
CLERK OF STATE
CORPORATIONS
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The undersigned, acting as the incorporators of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby form a corporation for profit under the laws of the State of Florida and adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation will be **Geriatric and Urgent Physician Services, Inc.**

ARTICLE II - TERM OF EXISTENCE

This Corporation will exist perpetually, commencing on April 1, 1997.

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Corporation will be located at 801 Orienta Avenue, Suite 2200, Altamonte Springs, Florida 32701.

ARTICLE IV - GENERAL PURPOSE

The general purpose for which this Corporation is organized will be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida will be 801 Orienta Avenue, Suite 2200, Altamonte Springs, Florida 32701. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Rodney C. Kang, M.D. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATORS

The names and street addresses of the incorporators of this Corporation are:

<u>Name</u>	<u>Street Address</u>
Florida Emergency Physicians Kang & Associates, M.D., P.A.	801 Orienta Avenue, Suite 2200 Altamonte Springs, Florida 32701
H. Kenneth West, Jr., M.D.	2417 Willow Springs Court Apopka, Florida 32712
Charles A. Morgan, M.D.	620 Errol Parkway Apopka, Florida 32712
Rhonda Facundus, R.N.	1613 E. Robinson Street Orlando, Florida 32803

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation will be seven (7).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but will never be less than one (1).

C. The names and street addresses of the initial members of the Board of Directors, who will hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Rodney C. Kang, M.D.	801 Orienta Avenue, Suite 2200 Altamonte Springs, Florida 32701
Jorge Lopez, M.D.	801 Orienta Avenue, Suite 2200 Altamonte Springs, Florida 32701
William Randall Poole, M.D.	801 Orienta Avenue, Suite 2200 Altamonte Springs, Florida 32701
Cheryl S. Reynolds, M.D.	801 Orienta Avenue, Suite 2200 Altamonte Springs, Florida 32701
H. Kenneth West, Jr., M.D.	2417 Willow Springs Court Apopka, Florida 32712
Charles A. Morgan, M.D.	620 Errol Parkway Apopka, Florida 32712
Rhonda Facundus, R. N.	1613 E. Robinson Street Orlando, Florida 32803

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at Orlando, Florida, this 14th day of March, 1997.

FLORIDA EMERGENCY PHYSICIAN KANG &
ASSOCIATES, M.D., P.A.

By: Rodney C. Kang
Rodney C. Kang, M.D., President

H. Kenneth West, Jr.
H. Kenneth West, Jr., M.D.

Charles A. Morgan
Charles A. Morgan, M.D.

Rhonda Facundus
Rhonda Facundus, R. N.

Having been named as registered agent for the above Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Rodney C. Kang
Rodney C. Kang, M.D.

Date: March 14, 1997

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CORPORATIONS
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