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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/14/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.
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NAME: PHYSICIANS PREVENTATIVE CARE, INC.

AUDIT NUMBER.....H97000006040

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

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 14, 1997

ACE INDUSTRIES, INC

SUBJECT: PHYSICIANS PREVENTATIVE CARE, INC.
REF: W97000008576

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The complete document was not received. Please refax the complete document, including the electronic filing cover sheet.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-5928.

Agnes Lunt
Corporate SpecialistFAX Aud. #: H97000006040
Letter Number: 197A00018632

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97-6040

ARTICLES OF INCORPORATION
OF
PHYSICIANS PREVENTATIVE CARE, INC.

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TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **PHYSICIANS PREVENTATIVE CARE, INC.** and the initial address of this corporation shall be 2201 N.E. 52nd Street, # 201, Lighthouse Point, Florida, 33064-7074.

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share Stock</u>	<u>Class Of</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

H97-6040
PREPARED BY:
BOB INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

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ARTICLE V

The initial registered office of this corporation shall be at 2201 N.E. 52nd Street, # 201, Lighthouse Point, Florida, 33084-7074 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Ronald Molluzzo.

ARTICLE VI

This corporation shall have one director initially. The name and street address of the initial director who shall hold office for the first year of the corporation, or until his successor is elected and appointed is:

Ronald Molluzzo
2201 N.E. 52nd Street, # 201
Lighthouse Point, Florida 33084-7074

ARTICLE VII

The corporation shall have one officer initially. The name and street address of the initial officer who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Ronald Molluzzo
President, Vice President, Secretary and Treasurer
2201 N.E. 52nd Street, # 201
Lighthouse Point, Florida 33084-7074

ARTICLE VIII

The name and the address of the incorporator is Ronald Molluzzo, 2201 N.E. 52nd Street, # 201, Lighthouse Point, Florida 33084-7074.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may pecuniarily or otherwise interested in, any contract or

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transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force an effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the Corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.


Ronald Molluzzo
Incorporator

The foregoing instrument was acknowledged before me this 8TH day of APRIL 19 97 by RONALD MOLLUZZO, who is personally known to me or who has produced as identification and who did/did not take an oath.


NOTARY PUBLIC

My commission expires:



STANLEY M. NOVAK
My Commission 00461083
Expires May, 08, 1998
Bonded by HAI
800-422-1888

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENTS UPON
WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that **PHYSICIANS PREVENTATIVE CARE, INC.** desiring to organize under the laws of the State of Florida, has named Ronald Molluzzo, 2201 N.E. 52nd Street, # 201, Lighthouse Point, Florida, 33064-7074 its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provision of Florida law relative to keeping the registered office open, and I accept the obligations of section 607.325 FACE.


Ronald Molluzzo
Registered Agent

Dated this 15 day of
April, 19 97

The foregoing instrument was acknowledged before me this 15 day of
April, 19 97, by Ronald Molluzzo, who is
personally known to me or who has produced Dr. License Fee as
identification and who did/did not take an oath. M420 700 44361




NOTARY PUBLIC

My commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA