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**STATEWIDE PHYSICIANS MANAGEMENT, INC.**

3121 W. Hallandale Beach Blvd., Suite #101  
Pembroke Park, Florida 33009

April 22, 1997

Divisions of Corporations  
c/o Terri Buckley  
409 East Gaines Street  
Tallahassee, Florida 32309

500002168035--5  
-05/06/97--01105--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Statewide Physicians Management, Inc.

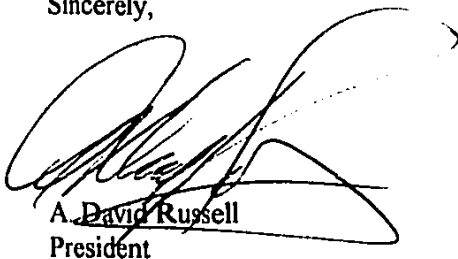
Dear Ms. Buckley:

Enclosed please find two copies of executed Articles of Incorporation for Statewide Physicians Management, Inc.

In addition, please find check in the amount of \$70.00 which represents the filing fee and registered agent designation.

Thank you in advance for the processing of these documents.

Sincerely,

  
A. David Russell  
President

File  
4/23/97

Enclosure

adr/tsg

Dmc  
4/28/97

**FILED**  
97 APR 23 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

**ARTICLES OF INCORPORATION  
OF  
STATEWIDE PHYSICIANS MANAGEMENT, INC.**

97 APR 23 PM 2:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE  
NAME**

The name of the corporation is Statewide Physicians Management, Inc.

**ARTICLE TWO  
CORPORATE DURATION**

The duration of the corporation is to be perpetual.

**ARTICLE THREE  
PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE FOUR  
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE FIVE  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 3121 W. Hallandale Beach Blvd., Suite #101, Pembroke Park, Florida 33009.

**ARTICLE SIX  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 3121 W. Hallandale Beach Blvd., Suite #101, Pembroke Park, Florida 33009 and the name of its initial registered agent at such address, is David Russell.

**ARTICLE SEVEN  
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be not less than One (1). The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Howard Chusid	3121W. Hallandale Beach Blvd. Suite #101 Pembroke Park, Florida 33009
David Russell	P. O. Box 560427 Miami, Florida 33256-0427

**ARTICLE EIGHT  
INCORPORATORS**

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Howard Chusid	3121 W. Hallandale Beach Blvd. Suite #101 Pembroke Park, Florida 33009
David Russell	P. O. Box 560427 Miami, Florida 33256

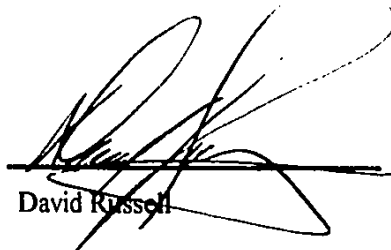
**ARTICLE NINE  
INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

**ARTICLE TEN  
AMENDMENTS**

These articles of incorporation may be amended in the manner authorized by at the time of amendment.

IN WITNESS WHERETO, I, David Russell, being the incorporator of this corporation, make and file these articles of incorporation this 22nd day of April, 1997.



David Russell

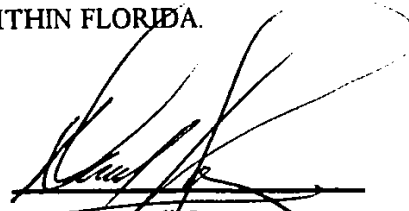
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0502, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:


THAT STATEWIDE PHYSICIANS MANAGEMENT, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT:

3121 W. Hallandale Beach Blvd.  
Suite #101  
Pembroke Park, Florida 331009

HAS NAMED DAVID RUSSELL, LOCATED AT 3121 W. HALLANDALE  
BEACH BLVD., SUITE #101, PEMBROKE PARK, FLORIDA 33009, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
David Russell, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE  
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By:   
David Russell

FILED  
APR 23 PM 2:34  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE STATE OF FLORIDA