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STATEWIDE PHYSICIANS NETWORK, INC.

3109 W. Hallandale Beach Blvd., Suite #102
Pembroke Park, Florida 33009

April 22, 1997

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

000002168040--0
-05/06/97--01105--013
*****70.00 *****70.00

Re: Statewide Physicians Network, Inc.

Dear Ms. Buckley:

Enclosed please find two copies of executed Articles of Incorporation for Statewide Physicians Network, 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

Enclosure

HC/tsg

Dmc
4/28/97

File
4/23/97

FILED
97 APR 23 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
STATEWIDE PHYSICIANS NETWORK, INC**

FILED

97 APR 23 PM 2: 35

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 Network, 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	3121 W. 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 33256-0427

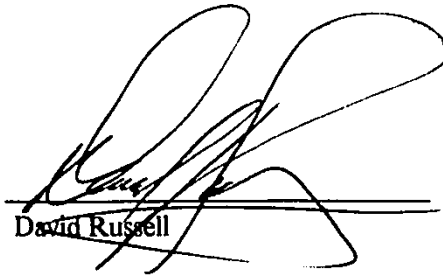
**ARTICLE NINE
INDEMNIFICATION**

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**

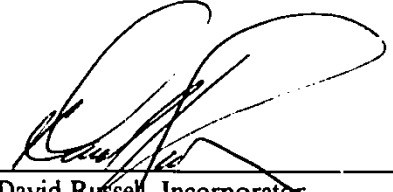
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

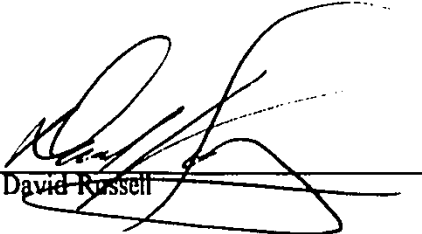
3121 W. Hallandale Beach Blvd., Suite #101
Pembroke Park, Florida 33009

HAS NAMED DAVID RUSSELL, LOCATED AT 3121 W. HALLANDALE
BEACH BLVD, #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