

P97000042279

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

8977A 00025483

MAY 13 1:56 PM BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5/13/97		
TIME	10:40		
BY	DR		

WALK-IN
Will Pick Up _____

RE: Specialty Physicians
Network, Inc.

C.C. FEE. DISBURSED

☐ Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ 1 Copy(s) Photo

☐ Art. of Amend. File
☒ Dissolution/Withdrawal
☒ CUS. CS
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Statement
☒ Reg. Agent Service 300002176803--8
☒ Document Filing 05/13/97--01065--016
*****78.75 *****78.75

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone () _____
☐ Top Priority _____
☐ Express Mail Prep. _____
☐ FAX () _____ pgs.

SUBTOTALS

FEE	\$
DISBURSED	\$
SUBCLARAGE	\$
TAX on corporate supplies	\$
SUBTOTAL	\$
PREPAID	\$
BALANCE DUE	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per Annum

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 11, 1997

CATHY M. SCOTT
HONIGMAN MILLER SCHWARTZ AND COHN
222 LAKEVIEW AVE., SUITE 800
WEST PALM BEACH, FL 33401

WMC 8

The name SPECIALTY PHYSICIAN'S NETWORK, INC. has been reserved for 120 days beginning April 11, 1997. The reservation number is R97000001717 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 097A00018266

ARTICLES OF INCORPORATION
OF
SPECIALTY PHYSICIAN'S NETWORK, INC.

FILED
97 MAY 13 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be SPECIALTY PHYSICIAN'S NETWORK, INC. (the "Corporation")

ARTICLE II

Principal Office

The address of the principal place of business and the mailing address of the Corporation are 1975 Hawthorne Street, Sarasota, FL 34239.

ARTICLE III

Purposes

The general nature of the business and other activities to be transacted by the Corporation are all lawful purposes, including without limitation, the negotiating of contracts between payors and providers of medical services, credentialing of providers and performance of continuous quality improvement activities.

The foregoing paragraphs shall be construed as enumerating both purposes and objectives of the Corporation, and the foregoing enumeration of specific purposes and objectives shall not limit or restrict in any manner the powers of the Corporation otherwise provided or authorized by law.

ARTICLE IV

Duration

The Corporation shall have perpetual existence commencing when these Articles of Incorporation are filed.

ARTICLE V

Capital Stock

The Corporation is authorized to issue one million (1,000,000) shares of common stock, having a One Cent (\$0.01) par value, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI

Initial Registered Office and Agent

The name and address of the Corporation's initial registered office and agent are Donald J. Slevin, M.D., 1975 Hawthorne Street, Sarasota, FL 34239.

ARTICLE VII

Incorporators

The name and address of the Incorporator to these Articles of Incorporation is Donald J. Slevin, M.D., 1975 Hawthorne Street, Sarasota, FL 34239.

ARTICLE VIII

Board of Directors

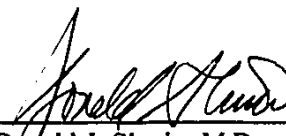
The management and affairs of the Corporation shall be managed by or under the direction of a Board of Directors initially having seven (7) members. The number of Directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation, who shall serve until their successors are duly elected and qualified or until their earlier resignation or removal, are as follows:

<u>Name</u>	<u>Address</u>
Richard Brown, M.D. Secretary	3131 S. Tamiami Trail Sarasota, FL 34239
Domenick Cover, M.D. Treasurer	1921 Waldemere St., Suite 413 Sarasota, FL 34239
Bruce M. Fleegler, M.D. Director	1895 Floyd Street Sarasota, FL 34239
Richard Hoefer, M.D. Director	1219 E. Avenue S., Suite 301 Sarasota, FL 34230
Andrew Lazin, M.D. Vice Chairman	1921 Waldemere St., Suite 306 Sarasota, FL 34239
Donald J. Slevin, M.D. Chairman	1975 Hawthorne Street Sarasota, FL 34239
Alan R. Treiman, M.D. Director	2130 S. Tamiami Trail Sarasota, FL 34239

IN WITNESS WHEREOF, the undersigned Incorporator hereby executes these Articles of Incorporation as of this 9th day of May, 1997.

INCORPORATOR

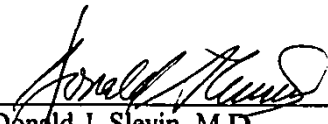
By:


Donald J. Slevin, M.D.

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent, and to accept service of process for the Corporation at the place designated in Article IV above in this Certificate, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accept the obligations of its position as Registered Agent.

By:


Donald J. Slevin, M.D.

FILED
97 MAY 13 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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