



MARY ELLEN BORJA, P.A.

Attorney at Law

FILED

97 MAY 22 AM 11:24

TALLAHASSEE, FLORIDA

FLORIDA BAR BOARD CERTIFIED
MARITAL AND FAMILY LAW

CERTIFIED FAMILY COURT
MEDIATOR

ALSO LICENSED TO PRACTICE IN
THE STATE OF NEW YORK

May 19, 1997

100002183191--6
-05/22/97--01070--010
*****122.50 *****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
Provider Network Management Corporation

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above-referenced for-profit corporation for filing, together with a check for \$122.50 for the filing fee.

Thank you for your assistance.

Very truly yours,

Mary Ellen Borja
MARY ELLEN BORJA, ESQ.

MEB/cm

encl.

TONI
PHONE TO
Principal address
QH

PH
5/27/97

**ARTICLES OF INCORPORATION
OF
PROVIDER NETWORK MANAGEMENT CORPORATION**

FILED
97 MAY 22 AM 11:24
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is PROVIDER NETWORK MANAGEMENT CORPORATION.

ARTICLE II - DURATION

This for-profit Corporation shall exist for a perpetual period.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida. The corporation plans to establish a management service organization with the primary focus to provide data processing, reporting and administrative services to provider networks.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE VII - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of the Corporation may be taken at a meeting, or written action in lieu of a meeting, of shareholders of this Corporation, duly called as provided by law.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of five (5) members. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than one (1). The names and addresses of the officers/directors constituting the initial Board of Directors are:

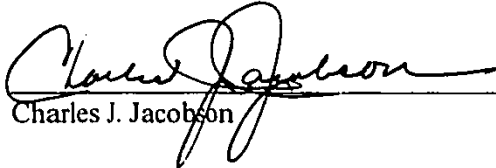
<u>Name</u>	<u>Address</u>
Dennis L. Jones, D.C. President/Director	5500 - 9th Street North St. Petersburg, FL 33703
James W. Dautel, D.C. Vice President/Director	784 Blanding Boulevard, Suite 106 Orange Park, FL 32065
Charles J. Jacobson Treasurer/Director	2323 Curlew Road, Suite 7E Palm Harbor, FL 34683
Charles R. Butler Secretary/Director	2100 Billmar Lane North St. Petersburg, FL 33714
Joseph Dunn, D.C. Director	390 - 9th Avenue North Jacksonville Beach, FL 32250

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL

OFFICE ADDRESS

The initial registered office of this Corporation shall be 2323 Curlew Road, Suite 7E, Palm Harbor, Florida 34683, and the initial registered agent of this Corporation at such office shall be Charles J. Jacobson, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The principal address is the same.

AGENCY ACCEPTED:

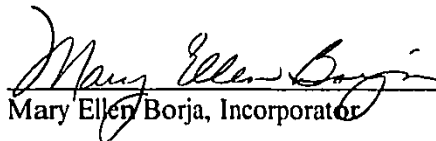

Charles J. Jacobson

ARTICLE XII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name
Mary Ellen Borja, Esquire

Address
Ameri-Life Towers
First Floor East
2536 Countryside Boulevard
Clearwater, Florida 34623


Mary Ellen Borja, Incorporator

FILED
97 MAY 22 AM 11:26
CLERK OF COURT
CLERK OF COURT