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**Berger
Davis &
Singerman**
Professional Association

100 N.E. Third Avenue Suite 400
Fort Lauderdale, Florida 33301
Phone: 954.525.9900
Fax: 954.523.2872

July 23, 1997

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-07/24/97--01069--008
*****70.00 *****70.00

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: AHC Physicians Practice Management, Inc.
Our File No. 4570.001

Dear Sir or Madam:

Enclosed for filing are the original and a duplicate copy of the Articles of Incorporation of the above-referenced proposed corporation. Please file same and return a "filed" copy to the undersigned.

Enclosed is a check in the amount of \$70 for the filing fee.

Sincerely,

BERGER DAVIS & SINGerman

Robin L. Goldston
Robin L. Goldston
Legal Assistant

Enc.

cc: Leonard K. Samuels, Esq.
John E. Korf, Esq. (w/enc.)
Mr. Ralph Rosenberg

FILED
97 JUL 24 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUL 24 PM 12:22

K.R. JUL 24 1997

ARTICLES OF INCORPORATION
OF
AHC PHYSICIANS PRACTICE MANAGEMENT, INC.
A FLORIDA CORPORATION

FILED
97 JUL 24 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is AHC Physicians Practice Management, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

2929 East Commercial Boulevard, Suite 306
Fort Lauderdale, Florida 33308

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Berger Davis & Singerman, 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Leonard K. Samuels.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
RALPH ROSENBERG	2929 E. Commercial Blvd., #306 Fort Lauderdale, FL 33308

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

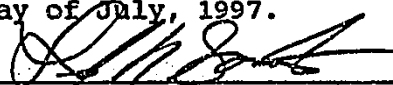
<u>Name</u>	<u>Address</u>
LEONARD K. SAMUELS	Berger Davis & Singerman 100 N.E. 3rd Avenue, #400 Fort Lauderdale, FL 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of July, 1997.



LEONARD K. SAMUELS
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

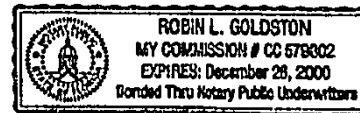
Sworn to and subscribed before me this 22nd day of July, 1997,
by LEONARD K. SAMUELS.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced
_____.

NOTARY PUBLIC:

Sign: *Robin L. Goldston*
Print Name: Robin L. Goldston
Commission No.: CC579802
My Commission Expires: 12/26/00



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of AHC PHYSICIANS PRACTICE MANAGEMENT, INC., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of AHC PHYSICIANS PRACTICE MANAGEMENT, INC.

Date: 7/22/97

Leonard K. Samuels
LEONARD K. SAMUELS
Initial Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA