

P97000068943



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 490785 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 8, 1997

ORDER TIME : 11:22 AM

ORDER NO. : 490785-010

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

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08/08/97--01077--015
*****70.00 *****70.00

DOMESTIC FILING

NAME: PRIME CARE HEALTH
SERVICES, INC.

EFFECTIVE DATE: AUGUST 4, 1997

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 AUG - 8 PM 1:41
SEALING DIV. OF FLORIDA
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG - 8 PM 1:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SN AUG - 8 1997

EFFECTIVE DATE

8/4/97

ARTICLES OF INCORPORATION

OF

PRIME CARE HEALTH SERVICES, INC.

FILED

97 AUG -8 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is Prime Care Health Services,
Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal office and the mailing address of this
corporation is 5767 49th Street North, St. Petersburg, Florida
33709.

ARTICLE III.

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of
August 4, 1997.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business per-
mitted under the laws of the United States of America and of this
State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Thomas B. Smith, 150 2nd Avenue North, Suite 1100, St. Petersburg, Florida 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Jay K. Kamath, M.D.
5767 49th Street North
St. Petersburg, FL 33709

Rafael S. Pascual, M.D.
5800 49th Street North
St. Petersburg, FL 33709

Stephen J. Shields, M.D.
4880 49th Street North
St. Petersburg, FL 33709

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Thomas B. Smith, 150 Second Avenue N., Suite 1100, St. Petersburg, Florida 33701.

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.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 6th day of August, 1997.

Thomas B. Smith

Thomas B. Smith
Registered Agent/Incorporator

122459

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA