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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 510941 4372242

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : August 27, 1997

ORDER TIME : 12:05 PM

ORDER NO. : 510941-005

CUSTOMER NO: 4372242

CUSTOMER: Sandra E. Tolle, Legal Asst
MCWHIRTER REEVES MCGLOTHLIN
DAVIDSON & BAKAS, P.A.
Suite 2800
100 North Tampa Street
Tampa, FL 33602-5128

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DOMESTIC FILING

NAME: CHO, MARCH & SONKIN IPA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED
97 AUG 27 PM 3:15
STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG 27 PM 2:47
DIVISION OF CORPORATION

6

SN AUG 27 1997

ARTICLES OF INCORPORATION
OF
CHO, MARCH & SONKIN IPA, INC.

FILED
97 AUG 27 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation:

ARTICLE I

Name

The name of the corporation is CHO, MARCH & SONKIN IPA, INC. (the "Corporation").

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 13701 Bruce B. Downs Blvd., Suite 105, Tampa, Florida.

ARTICLE III

Term of Existence

Corporate existence shall commence on the date of filing of these articles of incorporation by the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE IV

Purposes

The Corporation is being formed to act as an independent practice association, thus allowing the shareholders to act together as a cohesive group to contract with hospitals and other health care providers. Notwithstanding the foregoing, the Corporation shall have the authority to enter into any other business or venture permitted under Florida law for a for-profit corporation.

ARTICLE V

Capital Stock

The Corporation shall have authority to issue 100,000 shares of common stock. The common stock shall have a par value of \$1.00 per share and shall be entitled to one vote per share. Unless otherwise designated in these Articles of Incorporation or the Corporation's bylaws, all shares of common stock may vote on all matters reserved to shareholders.

ARTICLE VI

Shareholders

Only physicians duly licensed to practice medicine in the State of Florida, may be shareholders in the Corporation. Each common stock holder must be an active or provisional member of the medical staff at least one hospital located in Hillsborough County. To qualify as a primary care physician, the doctor must either be a family practitioner, a general practitioner, or a general internist.

ARTICLE VII

Issuance of Shares

The initial stock issuance shall be approved by the Corporation's board of directors. Once the Corporation has shareholders, the further issuance of stock must be approved by an affirmative vote of at least seventy percent (70%) of all of the issued and outstanding shares of the Corporation.

ARTICLE VIII

Directors

Each director must be duly licensed to practice medicine in the State of Florida and must be an active or provisional member of the Medical Staff of either University Community Hospital or St. Joseph's Hospital. The Corporation shall have not less than three (3) nor more than ten (10) directors.

The initial board of directors shall consist of the following individuals who shall serve until their successors have been elected and have qualified, or their earlier resignation, removal from office, or death:

<u>Name</u>	<u>Address</u>
Jai H. Cho, M.D.	13701 Bruce B. Downs Blvd. Suite 105 Tampa, FL 33613
Paul F. March, M.D.	38034 Medical Center Avenue Zephyrhills, FL 33540
Alexander Sonkin, M.D.	11216 N. Dale Mabry Tampa, FL 33618

ARTICLE IX

Amendments to Articles of Incorporation and Bylaws

The power to alter, amend or repeal these Articles of Incorporation, and the power to make, alter, amend, repeal or adopt Bylaws for the Corporation, shall be vested solely in the shareholders of the Corporation. In order for any action to be effective under this Article, the action must be approved by an affirmative vote of at least seventy percent (70%) of all of the issued and outstanding shares of the Corporation.

ARTICLE X

Incorporator

The name and street address of the incorporator is:

Frank J. Rief, III
McWhirter, Reeves, McGlothlin,
Davidson, Rief & Bakas, P.A.
100 N. Tampa Street, Suite 2800
Tampa, FL 33602

ARTICLE XI

Registered Agent

The name and street address of the registered agent is:

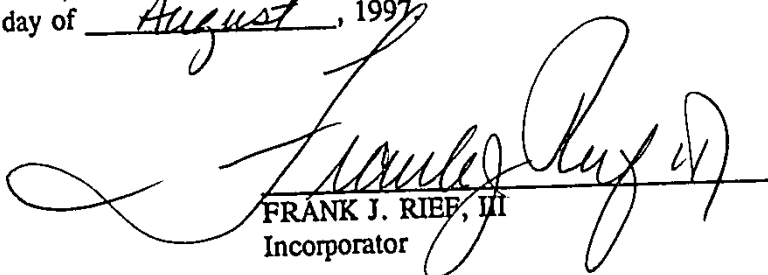
Frank J. Rief, III
McWhirter, Reeves, McGlothlin,
Davidson, Rief & Bakas, P.A.
100 N. Tampa Street, Suite 2800
Tampa, FL 33602

ARTICLE XII

Indemnification

Every person who now is or hereafter shall be a shareholder, director, or officer of the Corporation shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by law.

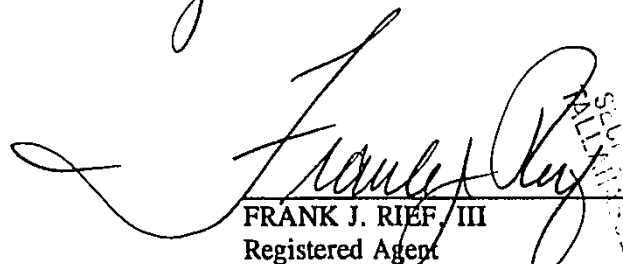
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 18 day of August, 1997


FRANK J. RIEF, III
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this 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 duties and obligations of my position as registered agent.

DATED this 18 day of August, 1997


FRANK J. RIEF III
Registered Agent

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97 AUG 27 PM 3:15
TALLAHASSEE, FLORIDA