

9/02/97  
1:01 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000014457 0))

TO: DIVISION OF CORPORATIONS  
(850) 922-4001

FAX #:

FROM: STRAWN & MONAGHAN, P.A.  
076215000176

ACCT#:

CONTACT: JOEL T. STRAWN OR AUDY R. JOHNSTON  
PHONE: (561) 278-9400  
(561) 278-9462

FAX #:

NAME: PHYSICIAN STRATEGIES, INC.

AUDIT NUMBER.....H97000014457

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

5

FILED  
97 SEP -2 PM 5:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



H97000014457

which it is offered to others, a pro rata share (as nearly as may be done without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

**Article V. - Principal Office  
Mailing Address of Corporation**

**The principal office and mailing address of this Corporation is:**

54 Northeast Fourth Avenue  
Delray Beach, Florida 33483

[illegible]

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is: Jeffrey L. Cohen, 54 Northeast Fourth Avenue, Delray Beach, Florida 33483.

**Article VII. - Initial Board of Directors**

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The names and addresses of the Initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Laura Mason Cohen	54 Northeast Fourth Avenue Delray Beach, FL 33483
Roberta Stanley	200 E. Las Olas Boulevard Suite 1800 Fort Lauderdale, FL 33301

H97000014457

Article VIII. - Incorporator

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

NAME

Jeffrey L. Cohen

ADDRESS

54 Northeast Fourth Avenue  
Delray Beach, FL 33483

Article IX. - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

Article X. - Amendment

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

Article XI - Indemnification

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law for all acts performed or failed to be performed, in good faith within the scope of his/her duties on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on September 2, 1997.


  
Jeffrey L. Cohen, Incorporator

H97000014457

P97000014457

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.

  
Jeffrey L. Cohen  
Registered Agent

mk K:\WORK\JLC\PS\ARTICLES.INC  
September 2, 1997

FILED  
97 SEP -2 PM 5:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P97000014457