

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT:

PHYSICIAN NETWORK SPECIALISTS, INC.  
(Proposed corporate name - must include suffix)

300002337883--6  
-11/04/97--01059--015  
\*\*\*\*131.25 \*\*\*\*131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: SCOTT L. HOPES  
Name (Printed or typed)

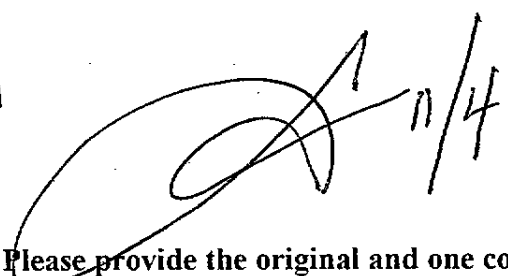
111 2nd Ave NE, Suite 1201  
Address

St. Petersburg, FL 33701  
City, State & Zip

813-895-4600  
Daytime Telephone number

RECEIVED FILED  
97 NOV -4 PM 9:24 NOV -4 PM 3:15  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Call when  
Ready  
577-6557

 11/4

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
PHYSICIAN NETWORK SPECIALISTS, INC.**

**FILED**  
97 NOV -4 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator for the purpose of forming a Corporation under the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE  
NAME**

The name of the corporation is Physician Network Specialists, Inc (hereafter called the "Corporation").

**ARTICLE TWO  
PRINCIPLE OFFICE**

The principal office and mailing address of the Corporation is 111 Second Avenue, N.E., Suite 1201, St. Petersburg, Florida 33701.

**ARTICLE THREE  
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE FOUR  
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which Corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE FIVE  
CAPITALIZATION**

The aggregate number of shares of all classes of stock which the Corporation is authorized to issue is 10,000 shares of common stock, per value \$1.00 per share.

**ARTICLE SIX  
REGISTERED OFFICE AND AGENT**

The address of the Corporation's initial registered office is 111 Second Avenue, N.E., Suite 1201, St. Petersburg, Florida 33701, and the name of its initial registered agent at such office is Scott L. Hopes.

**ARTICLE SEVEN  
DIRECTORS**

Section 1. The business of the Corporation shall be managed by a Board of Directors. The number of directors on the Board of Directors shall be set forth in the by-laws of the Corporation, as hereafter adopted and amended by the shareholders of the Corporation.

Section 2. The names and addresses of directors are as follows:  
Chairman:  
Scott L. Hopes, 111 Second Avenue NE, Suite 1201, St. Petersburg, FL 33701  
Treasurer:  
Charles P. Godels, 100 Second Avenue S, Suite N102, St. Petersburg, FL 33701  
Secretary:  
William H. Tushinski, 111 Second Avenue NE, Suite 1201, St. Petersburg, FL 33701  
Director:  
Brenda S. Kinard, 1201 Fifth Avenue N, Suite 402, St. Petersburg, Florida 33705


**ARTICLE EIGHT  
INCORPORATOR**

The name and address of the incorporator is of the Corporation is: Scott L. Hopes, 111 Second Avenue NE, Suite 1201, St. Petersburg, Florida 33701.

**ARTICLE NINE  
INDEMNIFICATION**


The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 31 day of October, 1997.

  
Scott L. Hopes  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been appointed as the initial registered agent for Physician Network Specialists, Inc., as stated in the foregoing Articles of Incorporation, I hereby accept such appointment as registered agent. I am familiar with and accept the obligations of my position as registered agent of such corporation

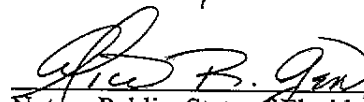
  
Scott L. Hopes  
Incorporator

Dated: 10/31/97, 1997

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

BEFORE ME, the undersigned authority, personally appeared **Scott L. Hopes** who is well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, as he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at \_\_\_\_\_  
in the said County and State, this 31st day of October, 1997.

  
Notary Public, State of Florida  
(Notary Seal)

My commission expires:

February 28, 1999



ALICE R GENT  
My Commission CC-122253  
Expires Feb. 28, 1999  
Bonded by HAI  
800-422-1555

FILED  
97 NOV -4 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA