



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 644746 1299A

AUTHORIZATION : *Patricia Reguero*

COST LIMIT : \$ PPD

ORDER DATE : December 22, 1997

ORDER TIME : 10:16 AM

ORDER NO. : 644746-005

CUSTOMER NO: 1299A

CUSTOMER: Robert D. Hart, Jr., Esq
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
Suite 800
125 West Romana Street
Pensacola, FL 32501

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DOMESTIC FILING

NAME: HFN OF NORTHWEST FLORIDA, INC.

EFFECTIVE DATE: 12-17-97

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: Karen B. Rozar

EXAMINER'S INITIALS:

12/22/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 22 PM 12:42

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 22 AM 11:36

EFFECTIVE DATE

12/17/91

ARTICLES OF INCORPORATION

OF

HFN OF NORTHWEST FLORIDA, INC.

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The undersigned incorporator, HEALTH FIRST NETWORK, INC., an entity authorized to contract (the "Incorporator"), hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is HFN OF NORTHWEST FLORIDA, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 5020 Commerce Park Circle, Pensacola, Florida 32505.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five thousand (5,000) shares of \$1.00 par value common stock.

ARTICLE V - RESTRICTIONS ON OWNERSHIP AND TRANSFER OF STOCK

The shares of stock of this corporation may be owned only by the Incorporator hereof or its stockholders. If shares of this

corporation are owned by stockholders of the Incorporator, and a stockholder ceases to own stock of the Incorporator, the stockholder shall not be entitled to sell the shares owned in this corporation without first offering the shares to the corporation pursuant to the following procedure: The stockholder must first offer in writing to sell such stock to the corporation. The corporation shall have sixty (60) days within which to accept the offer and pay the purchase price. To the extent the offer is not accepted by the corporation within the aforesaid time limit, the offering stockholder shall have the right for ninety (90) days thereafter to transfer all of his or her stock so offered and not purchased by the corporation to any other person. Provided, however, the offering stockholder shall not transfer the shares until he or she shall have given the corporation the right, for a period of thirty (30) days after written notice, to purchase such shares at the price and upon the terms of the proposed sale to such other person.

All stock certificates of the corporation shall bear a legend reflecting the above-described stock restrictions.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 5020 Commerce Park Circle, Pensacola, Florida 32505, and the name of the initial registered agent of this corporation at that address is G. Ronald Parker.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have not less than eleven (11) and not more than fifteen (15) directors. The names and addresses of the initial directors of this corporation are as follows:

G. Ronald Parker
5020 Commerce Park Circle
Pensacola, FL 32504

Keith T. Shearlock, M.D.
1717 North "E" Street, Suite 403
Pensacola, FL 32501

Warren L. Herron, M.D.
1720 North "E" Street
Pensacola, FL 32501

William A. Zimmern, Jr., M.D.
2896 Gulf Breeze Parkway
Gulf Breeze, FL 32561

Frederick R. Braden, M.D.
4141 Menendez Road
Pensacola, FL 32503

Robert B. Cameron, M.D.
4541 North Davis Highway
Pensacola, FL 32503

Franklin Fleischhauer, M.D.
1717 North "E" Street
Suite 331
Pensacola, FL 32501

E. Coy Irvin, Jr., M.D.
4501 North Davis Highway
Pensacola, FL 32503

Thomas Lampone, M.D.
1717 North "E" Street
Suite 208
Pensacola, FL 32501

Paul A. McLeod, M.D.
1613 Berryhill Road
Milton, FL

Patrick E. Murray, M.D.
1110 Gulf Breeze Parkway
Gulf Breeze, FL 32561

Thomas B. Tan, M.D.
5147 North Ninth Avenue
Pensacola, FL 32504

William J. Whibbs, M.D.
6160 North Davis Highway
Pensacola, FL 32504

Wayne S. Willis, M.D.
915 W. Fairfield Drive
Pensacola, FL 32501

ARTICLE IX - INCORPORATOR

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

G. Ronald Parker, CEO
Health First Network, Inc.
5020 Commerce Park Circle
Pensacola, FL 32505

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the 17th day of December, 1997.

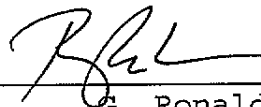
ARTICLE XI - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 17th day of December, 1997.

INCORPORATOR:

HEALTH FIRST NETWORK, INC.

By: 
G. Ronald Parker
CEO

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REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of HFN OF NORTHWEST FLORIDA, INC. Further, I am familiar with and accept the duties and obligations of such designation.



G. RONALD PARKER