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12/19/97 **EFFECTIVE DATE**  
12-19-97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.  
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NAME: PHYSICIAN PRACTICE MANAGEMENT CORPORATION OF AMERICA, INC.

AUDIT NUMBER.....H97000020979

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

CERT. OF STATUS..0

CERT. COPIES.....1

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

B. McKnight DEC 22 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 22, 1997

ACE INDUSTRIES, INC.

SUBJECT: PHYSICIAN PRACTICE MANAGEMENT CORPORATION OF AMERICA, INC.  
REF: W97000028391

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H97000020979  
Letter Number: 097A00059922

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97-20979

EFFECTIVE DATE  
12-19-97

Articles of Incorporation  
of

**PHYSICIAN PRACTICE MANAGEMENT CORPORATION**  
**OF AMERICA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I/We, the undersigned incorporators of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is: **Physician Practice Management Corporation of America, Inc.** The principal place of business and mailing address of this corporation shall be at 18260 Northeast 19<sup>th</sup> Avenue, North Miami Beach, Florida 33162.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

**ARTICLE IV. CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V. VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI. DURATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

**ARTICLE VII. DIRECTORS**

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to

Prepared by:  
acei Industries, Inc.  
54 Northwest 11th St.  
Miami, FL 33136  
(305) 358-2571

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the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

**NAME**

*Esther Mikelstein*  
*Director*

**ADDRESS**

*18260 Northeast 19<sup>th</sup> Avenue*  
*North Miami Beach, Florida 33162*

**ARTICLE VIII. OFFICERS**

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

*Esther Mikelstein*  
*President/Vice President*

*18260 Northeast 19<sup>th</sup> Avenue*  
*North Miami Beach, Florida 33162*

**ARTICLE IX. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X. TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusals to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI. INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is: Esther Mikelstein, 18260 Northeast 19th Avenue, North Miami Beach, Florida 33162.

**ARTICLE XII. SUBSCRIBER**

The name and address of the subscriber of these Articles of Incorporation is: Esther Mikelstein, 18260 NE 19th Avenue, North Miami Beach, Florida 33162.

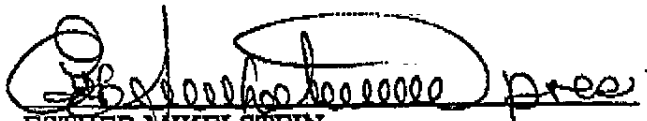


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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM,  
PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING SUBMITTED:**

**FIRST – THAT PHYSICIAN PRACTICE MANAGEMENT CORPORATION OF  
AMERICA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE  
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 18260  
NORTHEAST 19<sup>TH</sup> AVENUE, NORTH MIAMI BEACH, FLORIDA 33162, AND HEREBY  
NAMES ESTHER MIKELSTEIN, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA.**

  
ESTHER MIKELSTEIN

**HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES**

  
ESTHER MIKELSTEIN  
REGISTERED AGENT  
DATED: 12/19/97

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA