

STATEWIDE PHYSICIANS NETWORK, INC.

6461 Sunset Drive
South Miami, FL 33143
(305) 663-5866
Fax (305) 663-5866

3121 W. Hallandale Bch. Blvd.
Suite 101
Pembroke Park, FL 33009
(954) 964-6860
Fax (954) 964-1031

P9800000 4316

January 8, 1998

Mr. John Nedeau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32309

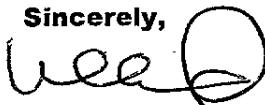
RE: Statewide Physicians Network of the Tri-County Area, Inc. 200002400902--7--
-01/15/98--01002--014
*****70.00 *****70.00

Dear Mr. Nedeau

Enclosed please find two copies of executed Articles of Incorporation for
Statewide Physicians Network of the Tri-County Area, Inc. .
Additionally, please find a check in the amount of \$70.00 which represents the
filing fee and the registered agent designation.

Thank you in advance for the processing of these documents.

Sincerely,


Howard Chusid

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-14-98

ARTICLES OF INCORPORATION

The undersigned, a natural person competent to contract, for the purpose for forming a corporation under the Florida General Corporation Act hereby adopts the following Articles of Incorporation:

Article 1 - Name

The name of the corporation is:

STATEWIDE PHYSICIANS NETWORK OF THE TRI-COUNTY AREA, INC.

ARTICLE 11 - DURATION

The term of existence of the corporation is perpetual.

ARTICLE 111 - PURPOSE

The corporation shall be engaged in any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7,500, all of which shall be common shares with par value of \$1.00 per share. There shall be no cumulative voting.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued of treasury shares.

ARTICLE VI - REGISTERED OFFICE

The street address of the initial registered office of the corporation is:

c/o HOWARD CHUSID
3121 W. HALLANDALE BEACH BLVD.
SUITE 101
PEMBROKE PARK, FL 33009

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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and the name of the initial registered agent at such address is:

HOWARD CHUSID

ARTICLE VII - PRINCIPAL OFFICE

The initial street address of the principal office of the corporation in the State of Florida is:

3121 W. HALLANDALE BEACH BLVD
SUITE 101
PEMBROKE PARK, FL 33009

The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VIII - DIRECTORS

8.01 The corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

8.02 The names and addresses of the members of the first Board of Directors are:

DIRECTORS: HOWARD CHUSID
 A. DAVID RUSSELL
 MARC LAMET

ADDRESS: 3121 W. HALLANDALE BEACH BLVD.
 SUITE 101
 PEMBROKE PARK, FL 33009

The above directors of the corporation shall serve until their successors are elected and qualified to serve, pursuant to the corporation's bylaws.

ARTICLE IX - AMENDMENTS

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

ARTICLE X - INCORPORATOR

The name and address of the incorporator is;

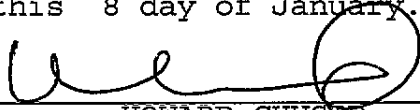
NAME :

ADDRESS

HOWARD CHUSID

3121 W. HALLANDALE BEACH BLVD.
SUITE 101
PEMBROKE PARK, FL 33009

IN WITNESS WHEREOF, the undersigned has set his signature and seal as a subscriber of STATEWIDE PHYSICIANS NETWORK OF THE TRI-COUNTY AREA, INC., and has acknowledged and filed in the office of the Department of the State of Florida these Articles of Incorporation, this 8 day of January, 1998.



HOWARD CHUSID

CERTIFICATE OF REGISTERED AGENT

OF

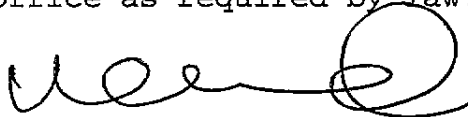
STATEWIDE PHYSICIANS NETWORK OF THE TRI-COUNT AREA, INC.

Pursuant to Chapter 48.091, Florida statutes, the following is submitted in compliance with said Act:

STATEWIDE PHYSICIANS NETWORK OF THE TRI-COUNTY AREA, INC. a corporation organizing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the city of Pembroke Park, Broward County, has named HOWARD CHUSID located at 3121 W. Hallandale Beach Blvd., CITY OF PEMBROKE PARK, BROWARD COUNTY, State of Florida, as its registered agent to accept service of process with this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours, to post my name in some conspicuous place in office as required by law.



HOWARD CHUSID, Registered Agent

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TALLAHASSEE, FLORIDA