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NAME: UNITED MEDICAL MANAGEMENT IPA, INC.

AUDIT NUMBER.....H98000001056

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 16, 1998

KRAMER GREEN ZUCKERMAN & KAHN PA

SUBJECT: UNITED MEDICAL MANAGEMENT IPA, INC.
REF: W98000001158

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

The registered agent and street address must be consistent wherever it appears in your document.

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Becky McKnight
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**ARTICLES OF INCORPORATION
OF
UNITED MEDICAL MANAGEMENT IPA, INC.**

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TALLAHASSEE FLORIDA

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is UNITED MEDICAL MANAGEMENT IPA, INC.

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is 9871 West Sample Road, Coral Springs, FL 33065.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

ARTICLE IV

PURPOSES

Section 1. The general purpose of the Corporation shall be the assimilation of providers of health care services for a program designed to provide health care services on a preferred provider basis (the "Program").

Prepared by: Mitchell F. Green, Bar No. 358789, 4000 Hollywood Blvd., # 485 S.
Hollywood, FL 33021, phone: 954/966-2112

Section 2. Without limiting the generality of the purposes specified in Section 1 above, the specific purposes of the Corporation shall be:

1. To encourage individuals who are physicians licensed or certified to practice their respective professions in the State of Florida to enter into a Participating Physician Agreement with the Corporation, pursuant to which such physicians shall provide non-hospital health care services for the Program (the "Members");

2. To contract with its Members, through the Participating Physician Agreements, to provide non-hospital health care services for the Program;

3. To contract with Managed Care Organizations and other alternative delivery systems to arrange for the provision of health care services to subscribers through preferred provider physicians who are Members of the Association;

4. To promote access to new patient markets;

5. To promote the delivery of quality medical care;

6. To promote efficiency, cost containment and better administration in the provision of health care services;

7. To conduct a peer review and quality assurance program; and

8. To do all and everything necessary and proper for the accomplishment of the foregoing stated purposes.

Section 3. The Corporation is also organized for the purpose of transacting any and all other lawful business.

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ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021 , and the name of the initial registered agent of this corporation at that address is Mitchell F. Green.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

H98000001056

Mitchell F. Green, Esq.
Kramer, Green, Zuckerman, Kahn & Greene, P.A.
4000 Hollywood Boulevard
Suite 485 South
Hollywood, FL 33021

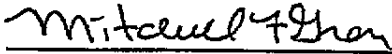
ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Mitchell F. Green, Esq.
Kramer, Green, Zuckerman, Kahn & Greene, P.A.
4000 Hollywood Boulevard
Suite 485 South
Hollywood, FL 33021

IN WITNESS WHEREOF, the undersigned have executed these Articles of
Incorporation on this 16th day of January, 1998.



Mitchell F. Green
Initial Director/Incorporator

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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 Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST - - That UNITED MEDICAL MANAGEMENT IPA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9871 West Sample Road, City of Coral Springs, State of Florida, has named Mitchell F. Green, located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: Mitchell F. Green
Mitchell F. Green

TITLE: Incorporator

DATE: 1/16/98

Having been named to accept service of 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.

SIGNATURE: Mitchell F. Green
Mitchell F. Green
Registered Agent

DATE: 1/16/98

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TALLAHASSEE FLORIDA

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