



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 707787 4612404

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 PM 3:06

ORDER DATE : February 16, 1998

ORDER TIME : 11:37 AM

ORDER NO. : 707787-005

CUSTOMER NO: 4612404

900002431458--4
-02/16/98-01070-004
***122.50 ***122.50

CUSTOMER: Emil C. Marquardt, Jr., Esq
MACFARLANE FERGUSON & MCMULLEN

Suite 200
625 Court Street
Clearwater, FL 33756

DOMESTIC FILING

NAME: PREMIERE PRIMARY CARE, INC.

EFFECTIVE DATE:

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: Brenda Phillips

EXAMINER'S INITIALS:

RECEIVED
98 FEB 16 PM 2:20
DIVISION OF CORPORATION

g 2/16/98

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

400 NORTH TAMPA STREET, SUITE 2300
P.O. BOX 1531 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 273-4200 FAX (813) 273-4396

625 COURT STREET
P.O. BOX 1669 (ZIP 33757)
CLEARWATER, FLORIDA 33756
(813) 441-8966 FAX (813) 442-8470

IN REPLY REFER TO

January 28, 1998

Clearwater Office

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

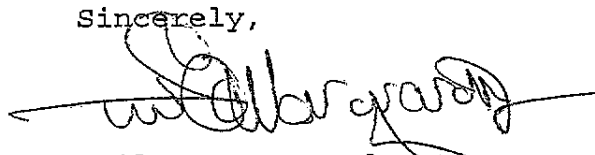
RE: Premiere Primary Care, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of the Incorporation for the above-named corporation. Also enclosed is the registered agent form and our firm check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certification fee and \$35.00 registered agent designation fee.

Should you have any questions, please advise.

Sincerely,



Emil C. Marquardt, Jr.

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ARTICLES OF INCORPORATION
OF
PREMIERE PRIMARY CARE, INC.

ARTICLE I

Name and Address

The name of this corporation is PREMIERE PRIMARY CARE, INC., whose place of business is located at 625 Court Street, Clearwater, Florida 33756.

ARTICLE II
Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Capital Stock

This corporation is authorized to issue one thousand (1,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 625 Court Street, Clearwater, Florida 33756, and the

name of the initial registered agent of this corporation at that address is Emil C. Marquardt, Jr.

ARTICLE VI
Initial Board of Directors and Officers

This corporation shall have four directors and/or officers initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than three. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
NORMAN J. CASTELLANO	625 Court Street Clearwater, FL 33756	President
BRUCE A. KAHAN	625 Court Street Clearwater, FL 33756	Vice Pres.
JAMES O. BROOKINS, II	625 Court Street Clearwater, FL 33756	Secretary
JOHN J. CARTHY	625 Court Street Clearwater, FL 33756	Treasurer

ARTICLE VII
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Emil C. Marquardt, Jr.	625 Court Street Clearwater, FL 33756

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX
Shareholder Quorum and Voting

Seventy-five percent (75%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE X
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

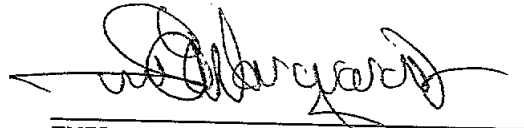
ARTICLE XI
Indemnification

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

ARTICLE XII
Amendment

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 shareholders is subject to this reservation. The Articles of Incorporation may be amended by a vote of seventy-five percent (75) of the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of January, 1998.



EMIL C. MARQUARDT, JR.,
Incorporator

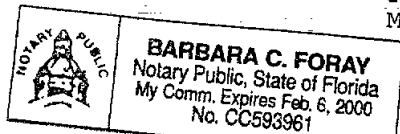
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STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EMIL C. MARQUARDT, JR., to me personally known or who has produced ID as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 28 day of JANUARY, 1998.

Barbara C. Foray
Notary Public
Print Name BARBARA C. FORAY
My Commission Expires: 2/6/2000



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for PREMIERE PRIMARY CARE, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Emil C. Marquardt, Jr.
EMIL C. MARQUARDT, JR.

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