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SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.

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FROM: SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.

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NAME: PRINCETON MEDICAL MANAGEMENT RESOURCES OF FO

AUDIT NUMBER.....H98000007585

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION 98 APR 22 PM 3: 13OFSECRETARY OF STATE
TALLAHASSEE, FLORIDAPRINCETON MEDICAL MANAGEMENT RESOURCES OF FORT MYERS, INC.

The undersigned, acting as incorporator of Princeton Medical Management Resources of Fort Myers, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is: Princeton Medical Management Resources of Fort Myers, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000,000 shares of Common Stock having a par value of \$.01 per share. The

Prepared by:

Stanley W. Rosenkranz, Esquire
Florida Bar No. 0068502
Shear, Newman, Hahn
& Rosenkranz, P.A.
201 E. Kennedy Blvd., 10th Floor
Tampa, FL 33602
(813) 228-8530

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Board of Directors may authorize shares to be issued for any consideration described in Section 607.0621, Florida Statutes, or otherwise provided by law.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 201 E. Kennedy Blvd., 10th Floor, Tampa, Florida 33602. The Corporation's initial registered agent at the registered office is Stanley W. Rosenkranz.

ARTICLE VI. MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and the address of the principal office of the Corporation is 12995 South Cleveland Avenue, Suite 280, Fort Myers, Florida 33907.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Stanley W. Rosenkranz	201 E. Kennedy Blvd., 10th Floor Tampa, FL 33602

ARTICLE VIII. BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. Thereafter the directors shall be elected as more specifically provided in these Articles of Incorporation and in the bylaws. The number of directors may be either increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1). The names and street addresses of the initial directors are:

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<u>Name</u>	<u>Address</u>
George M. Rapier, III, M.D.	8637 Fredericksburg Rd., Suite 360 San Antonio Texas 78240
George J. Attee, M.D.	8637 Fredericksburg Rd., Suite 360 San Antonio Texas 78240
P. Terrence Nugent, M.D.	707 North Beniva Rd. Sarasota, Florida 34232

ARTICLE IX. BYLAWS

Either the board of directors or the shareholders may adopt, alter, amend, or repeal any provision of the bylaws.

ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

The undersigned incorporator has executed these Articles of Incorporation this _____ day of April 22, 1998.

Stanley W. Rosenkranz
Stanley W. Rosenkranz
Incorporator

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: Princeton Medical Management Resources of Fort Myers, Inc.

2. The name and address of the registered agent and office is:

Stanley W. Rosenkranz
201 E. Kennedy Blvd., 10th Floor
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Stanley W. Rosenkranz
Stanley W. Rosenkranz

Date: April 22, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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