



LAW OFFICES OF
Danie V. Laguerre, Esq, P.A.

A Partnership of Professional Associations

June 16th, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300002564363--3

-06/18/98--01065--005
****125.50 ****125.50

RE: Articles of Incorporation
PRIMARY CARE MEDICAL SERVICES, INC.

Dear Sirs:

Enclosed please find the Articles of Incorporation, which has been amended for your approval, along with the acceptance of registered agent for your approval. Upon approval, please forward the original certificate to the above mentioned party at the address listed on his incorporation material. You will also find the filing fee included within this packet. If you should have any questions, please do not hesitate to contact my office.

Yours truly,

DANIE V. LAGUERRE, ESQUIRE
Enclosures

FILED
98 JUN 18 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900 E. Ocean Boulevard
Suite 340
Stuart, Florida 34994
Ph. (561) 283-2868
Fax (561) 283-2331

QNG-19-98

ARTICLES OF INCORPORATION
OF
PRIMARY CARE MEDICAL SERVICES, INC.

FILED
98 JUN 18 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME: The name of this corporation is:

PRIMARY CARE MEDICAL SERVICES, INC.

NATURE OF THE BUSINESS:

The general nature of the business to be transacted by this corporation shall be:

(a) To engage in every aspect and phase of the practice of medicine, but not limited thereof, however, that such service shall be rendered only through officers, employees and agents of this Corporation who are duly licensed under the laws of the State of Florida and the United States of America and abroad to provide such services, engage in a lawful business related to said practice.

(b) To invest and reinvest funds of this Corporation in real estate mortgages, stocks, bonds or any other type of investment within the meaning of Chapter 607, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services in the practice of medicine and otherwise related ventures.

(c) To do each and every thing necessary and proper for the accomplishment furtherance of any of the purpose or objects of this Corporation enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and, in general, either alone or in association with other corporations firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

(d) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be amended from time to time.

ARTICLE II

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE III

The amount of capital with which this corporation will begin business shall not be less than one hundred (100) shares.

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The initial address of the principal office of this corporation in the state of Florida shall be:

906 Elyse Circle
Port St. Lucie, Florida 34952

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

ARTICLES VI.

This Corporation shall have one (1) director initially. The number of Directors may be increased from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLES VII.

The names and post office addresses of the first Board of Director is:

NAME	OFFICE	ADDRESS
Marc H. Jean-Baptiste, M.D.	President	906 Elyse Circle Port St. Lucie, Fl. 34952
Dr. Marc H. Jean-Baptiste	Vice-President	
Same	Secretary	

The persons named as initial Directors shall hold office for the first year, or until its successors are chosen.

ARTICLE VIII.

SUBSCRIBERS: The name and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take and the value of the consideration therefore is:

Marc Henry Jean-Baptiste, M.D.
906 Elyse Circle
Port St. Lucie, Florida 34952

ARTICLE IX.

INITIAL REGISTERED AGENT: The street address of the initial registered office is 906 Elyse Circle, Port St. Lucie, Fl 34952, and the name of the initial registered agent of this corporation is Marc Henry Jean-Baptiste, M.D.

ARTICLE X.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers and directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 16th day of June, 1998.



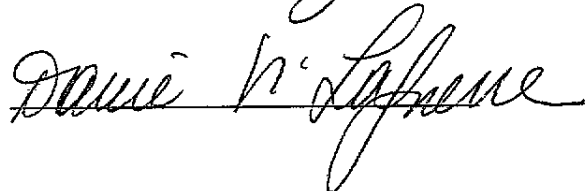
MARC HENRY JEAN-BAPTISTE, M.D.-PRESIDENT


STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared MARC HENRY JEAN-BAPTISTE, M.D., to be well known and who subscribed as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to these Articles of Incorporation for the purpose therein expressed.

WITNESS my hand and official seal at Hartsville
County County, Florida on this 16th day of June
1998.

My commission expires:



 Danie V Laguerre
★ My Commission CC732838
Expires April 27, 2002

ACCEPTANCE OF REGISTERED AGENT

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 PROVISION OF ALL STATUTES RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Marc Henry Jean-Baptiste
MARC HENRY JEAN-BAPTISTE, M.D.

DATE: 6/16/98

FILED
98 JUN 18 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA