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FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 OCT -5 AM 11:16

September 14, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Incorporation of
Physicians Management Network, Inc.


Dear Sirs:

Please find enclosed Certificate of Incorporation and Designation of Resident Agent and Acceptance as well as my check in the amount of \$71.00, payable to the Secretary of State, being incorporation fee, all in connection with the above referred corporation.

Kindly file the Certificate of Incorporation sending me a copy thereof as well as the corporate charter on issuance.

Thanking you, I am,

Sincerely yours,


PHILIP MEDVIN

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Encls. (as indicated)

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CERTIFICATE OF INCORPORATION

OF

PHYSICIANS MANAGEMENT NETWORK, INC.

THE UNDERSIGNED does hereby associate himself and his successors and assigns together for the purpose of becoming incorporated under the laws of the State of Florida, and forming a corporation with the following proposed Charter.

ARTICLE ONE

The name of this Corporation shall be :

PHYSICIANS MANAGEMENT NETWORK, INC.

having its principal place of business at: 4150 N.W. 7th Street, Suite 207, Miami, FL 33126.

ARTICLE TWO

The general nature of this corporation is such that it shall engage in activities of the following nature:

a.) To provide organizational, operational, and financial management to Independent Physicians Offices (IPOs), Patient Care Providers (PCPs), Consortiums of IPOs, PCPs and Physician Practices Management (PPM) groups;

b.) To organize and manage Health Care Providers including HMOs, hospitals, clinics, medical suppliers, medicines and drugs suppliers, suppliers of ancilliary medical services, into unified entities;

c.) To provide management of all entities created, in their respective business and services relationships with independent medical contractors, governmental regulatory agencies insurance contractors, medicare and medicaid agencies Federal, State, and

Municipal governmental agencies participating in qualifying, funding patient care services activities, and general medical nursing and physician care provider services, nursing homes, retirement homes, group care and assisted housing/living facilities, insurance companies and their designated subsidiaries engaged in such activities, and medical co-operatives composed of individual patient units organized into a single entity to maximize medical and physician services to such entity provided, at organizational efficiency and cost;

d.) To provide management to all medical services entities and consortiums of medical services entities, in initiating financial structuring to secure capital sufficient to maximize all medical and physician care services products, at the greatest efficiency and minimal cost to participating patient units, including negotiations with the S.E.C. and other regulatory agencies having the power to grant authority for Public Stock Issue Offerings to the public, for any such entities as aforementioned;

e.) To do and pursue any and all other activities permitted to be done by a corporation organized for profit in the State of Florida.

ARTICLE THREE

The capital of this corporation shall consist of 100 shares of no par value common stock, which stock shall be non-assessable and the whole or any part of said capital stock may be paid for in cash or may be issued by the Board of Directors for property, labor or

services at a valuation to be fixed by the Board of Directors at a meeting to be called for such purpose.

ARTICLE FOUR

The corporation will begin business with capital of not less than ONE THOUSAND (\$1,000.00) Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE SIX

The principal place for the transaction of the business shall be at: 4150 N.W. 7th Street, Suite 207, Miami, FL 33126.

ARTICLE SEVEN

The corporation shall initially have a Board of Directors of three (3) director(s), which can be increased to not more than eight (8) Directors. The number of Directors for each year may be determined by the stockholders at their annual meeting, or may be fixed by the by-laws.

ARTICLE EIGHT

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, one or more Vice Presidents, a Secretary and Treasurer, and Assistant Secretaries and Assistant Treasurers, and such other officers, agents, and factors as may be chosen in such manner, hold their offices for such terms and have powers and duties as may be

prescribed by the by-laws or determined by the Board of Directors. All such offices may be held by a single person, should the Board of Directors so direct at any meeting and election.

The names and post office addresses of the officers and first Board of Directors, who shall conduct the business of the corporation until their successors elected at the first meeting shall be qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Victor Behar	551 NW 107th Ave. Villa 201 West Lake Village, Miami, FL 33172	President/Treasurer and Director
Juan Borrego	12773 N.W. 99th Court Miami, FL 33018	Vice-President Director
Evelyn R. de Lamar	611 N.W. 134th Ave.	Secretary /Director

ARTICLE NINE

The names and post office addresses of each subscriber to these Articles of Incorporation with the amount of stock agreed to be taken by each, are as follows:

<u>NAME</u>	<u>ADDRESSES</u>	<u>NO.OF SHARES</u>	<u>VALUE</u>
Victor Behar	551 NW 107th Avenue Villa 201 West Lake Village, Miami, FL 33172	54	\$ 540.00
Juan Borrego	12773 N.W. 99th Ct. Miami, FL 33018	26	\$ 260.00
Evelyn R. de Lamar	611 N.W. 134th Ave. Miami, Fl. 33182	20	\$ 200.00
Initial Capital and Total Value			\$ 1,000.00

ARTICLE TEN

The Directors and Officers shall be elected by the stockholders at their annual meeting, which will be held at the principal office of the corporation, or at such other place as may be provided by the by-laws or may otherwise be agreed upon; and the annual Directors' meeting shall be held immediately after the adjournment of the annual stockholders' meeting.

ARTICLE ELEVEN

There shall be no limitation of indebtedness or liability to which said corporation can at any time subject itself.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Coral Gables, Dade County, State of Florida, this 30th day of September 1998.

VICTOR BEHAR

JUAN BORREGO

EVELYN R. DE LAMAR

STATE OF FLORIDA)
MIAMI-DADE COUNTY)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, **VICTOR BEHAR, JUAN BORREGO, Evelyn R. DE LAMAR**, to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me, that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Coral Gables, County of Dade, State of Florida, this 30th of September, 1998.

Mirena Diaz
Notary Public, State of Florida

My Commission expires:



DESIGNATION OF REGISTERED AGENT
OF
PHYSICIANS MANAGEMENT NETWORK, INC.

1. The main office and principal place of business of this corporation is:

4150 N.W. 7th Street, Suite 207
Miami, FL 33126

2. The registered office of this corporation is:

2801 Ponce de Leon Boulevard
Suite 370
Coral Gables, FL 33134

3. The Registered Agent of this corporation upon whom service of process may be had is:

PHILIP MEDVIN, ESQ.
2801 Ponce de Leon Boulevard
Suite 370
Coral Gables, FL 33134

PHYSICIANS MANAGEMENT NETWORK, INC.



VICTOR BEHAR, President



JUAN BORREGO, Vice- resident



EVELYN R. DE LAMAR, DIRECTOR

**ACCEPTANCE OF DESIGNATION
AS RESIDENT AGENT FOR SERVICE OF PROCESS**

THE UNDERSIGNED AGENT designated by the PHYSICIANS MANAGEMENT NETWORK, INC., to accept process of Service on its behalf does hereby accept such appointment as Registered Agent pursuant to F.S. 607.037 and states that he is familiar with, and accepts the obligations provided for in F.S. 607.325.




PHILIP MEDVIN, Registered Agent

STATE OF FLORIDA)
 SS
MIAMI DADE COUNTY)

BEFORE ME the undersigned authority this 30th day of September, 1998, appeared VICTOR BEHAR, JUAN BORREGO and EVELYN R. DE LAMAR, President/Director, Vice-President/Director and /Director of PHYSICIANS MANAGEMENT NETWORK, and PHILIP MEDVIN, ESQ., Registered Agent, who upon being sworn stated that they executed the foregoing Designation of Resident Agent and Acceptance of Designation as Resident Agent of said corporation, for the purposes therein expressed.

My Commission Expires:



NOTARY PUBLIC, State of Florida



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