

12/11/98

FLORIDA DIVISION OF CORPORATIONS
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EFFECTIVE DATE
1-1-99

NAME: PHYSICIANS DIRECTORY, INC.

AUDIT NUMBER.....H98000023169

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

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PAGES..... 3

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 14, 1998

EMPIRE

SUBJECT: PHYSICIANS DIRECTORY, INC.
REF: W98000027882

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FAX Aud. #: H98000023169
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EFFECTIVE DATE
1-1-99

ARTICLES OF INCORPORATION
OF
PHYSICIANS DIRECTORY, INC.

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

PHYSICIANS DIRECTORY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :
8200 CLEARY BOULEVARD SUITE 2015
PLANTATION, FLORIDA 33324

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares having a par value of ONE DOLLAR (1.00) per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:
ANTHONY G. COLEMAN, JR.
8200 CLEARY BOULEVARD SUITE 2015
PLANTATION, FLORIDA 33324

ARTICLE V INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):
ANTHONY G. COLEMAN, JR.
8200 CLEARY BOULEVARD SUITE 2015
PLANTATION, FLORIDA 33324

ARTICLE VI EFFECTIVE DATE

The effective date of these Articles of Incorporation is and shall be January 1, 1999.

These Articles of Incorporation Prepared By:
Anthony G. Coleman, Jr., Esq.
6194 North Federal Highway
Boca Raton, Florida 33487
(561) 998-5281
Florida Bar Number 368563

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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name(s) and address of the initial registered agent is:

ANTHONY G. COLEMAN, JR.
8200 CLEARY BOULEVARD SUITE 2015
PLANTATION, FLORIDA 33324

The undersigned has (have) executed these Articles of Incorporation this date, DECEMBER 11, 1998


ANTHONY G. COLEMAN, JR., Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 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.

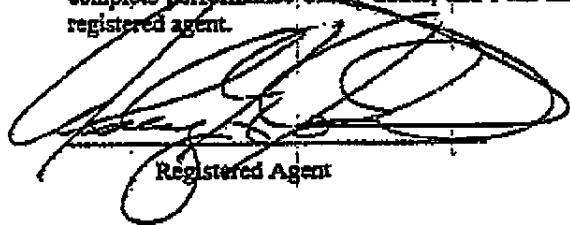
1. The name of the corporation is: **PHYSICIANS DIRECTORY, INC.**
2. The name and address of the registered agent and office is: ANTHONY G. COLEMAN, JR.
8200 CLEARY BOULEVARD
SUITE 2015
PLANTATION, FLORIDA 33324

SIGNATURE
TITLE:


INCORPORATOR

DATE: DECEMBER 11, 1998

Having been named Registered Agent 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.


Registered Agent

DECEMBER 11, 1998

Date

H98000023169

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