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SHEPPARD, BRETT, STEWART & HERSCH, P.A.

ATTORNEYS AT LAW

Celebrating Our 75th Anniversary
FIRM ESTABLISHED 1924

2121 WEST FIRST STREET
P. O. DRAWER 400
FORT MYERS, FLORIDA 33902

W. A. SHEPPARD (1898-1971)
JOHN K. WOOLSLAIR (1908-1968)

TELEPHONE (941) 334-1141
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JAY ANDREW BRETT
JOHN F. STEWART
CRAIG R. HERSCH*
D. HUGH KINSEY, JR.

JOHN WOOLSLAIR SHEPPARD*
OF COUNSEL

*BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

May 4, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

800002864868--3
-05/06/99--01034--021
157.50 **78.75

Re: PRIMARY CARE ASSOCIATES OF MIAMI, INC. and
PROFESSIONAL RESPONSE SERVICES, INC.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to each of the captioned corporations. Also enclosed is our check in the amount of \$157.50 to cover the following:

Filing Fee (2)	\$ 70.00
Certified Copy of Charter s (2)	\$ 17.50
Resident Agent Fee (2)	\$ 70.00
	<u>\$ 157.50</u>

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation for each.

Kind regards,

SHEPPARD, BRETT, STEWART & HERSCH, P.A.


Craig R. Hersch

CRH:dib
Enclosures
cc: Mr. Steven Zaffos
H-1040

FILED
99 MAY -6 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-11-99
NS

ARTICLES OF INCORPORATION
OF
PROFESSIONAL RESPONSE SERVICES, INC.

FILED
99 MAY -6 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, STEVEN ZAFFOS, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is PROFESSIONAL RESPONSE SERVICES, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

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

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 1941 Northwest 182nd Terrace, Pembroke Pines, Florida 33029, and the name of the initial registered agent of this Corporation at that address is: STEVEN ZAFFOS.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than one (1) or more than five (5).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
STEVEN ZAFFOS	President/Secretary	1941 Northwest 182 nd Terrace Pembroke Pines, Florida 33029

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
STEVEN ZAFFOS	1941 Northwest 182 nd Terrace Pembroke Pines, Florida 33029

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this

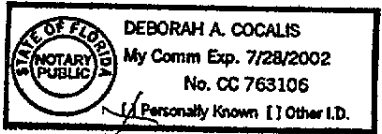
30th day of April, 1999.

Steven Zaffos, Incorporator

STATE OF FLORIDA

COUNTY OF Dade

THE FOREGOING INSTRUMENT was acknowledged before me this 30th day of April, 1999, by STEVEN ZAFFOS, who is personally known to me or () who produced _____ as identification.



Deborah A. Cocalis
Notary Public

Printed Name of Notary: Deborah A. Cocalis

(SEAL)
Comm. Exp. Date:
Comm. Number:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT PROFESSIONAL RESPONSE SERVICES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF Pembroke Pines, COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED STEVEN ZAFFOS, LOCATED AT 1941 Northwest 182nd Terrace, (Street Address and Number of Building -- Post Office Box Addresses Are Not Acceptable), Pembroke Pines, BROWARD COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

PROFESSIONAL RESPONSE SERVICES, INC.

Signature: _____

(Corporate Officer)

Title: _____

Date: _____

President/Secretary
4/30/99

FILED
99 MAY -6 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature: _____

Resident Agent

Date: _____

4/30/99