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+ Also admitted in New York
Also admitted in Kentucky
Also admitted in New Jersey
Board Certified Tax Attorney

June 2, 1999

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

300002896269--5
-06/07/99--01053--003
*****78.75 *****78.75

Re: **Naples Health Net, Inc.**
Our File Number: 4243.001

Dear Reader:

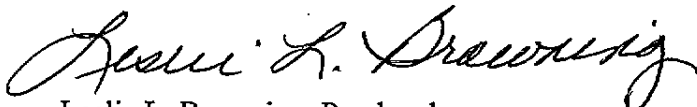
Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Naples Health Net, Inc. together with our firm check in the sum of \$78.75 which sum represents your filing fee.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you very much for your attention and consideration.

Very truly yours,

TREISER, KOBZA & LIEBERFARB, CHTD.



Leslie L. Browning, Paralegal
For The Firm
e-mail-llbrowning@tkvnnaples.com
/llb

Enclosures

F. CHESSE

JUN 1 1 1999

**ARTICLES OF INCORPORATION
OF
NAPLES HEALTH NET, INC.**

The undersigned, acting as the sole Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

- 1.01 The name of the Corporation is Naples Health Net, Inc.

ARTICLE TWO

DURATION

- 2.01 The duration of the Corporation shall be perpetual.

ARTICLE THREE

PURPOSE

- 3.01 The purpose of the Corporation is to engage in any activity or business permitted under Section 607.0301 of the Florida Business Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

- 4.01 The aggregate number of shares that the Corporation has authority to issue is 7,500 all of which shall be common shares without par value.

ARTICLE FIVE

NO PRE-EMPTIVE RIGHTS

- 5.01 There shall be no pre-emptive rights for any shareholder.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX

REGISTERED AND PRINCIPAL OFFICES

6.01 The street address of the initial registered office of the Corporation is 1168 Goodlette Road, Naples, Florida 34102 and the name of the initial registered agent at that address is Corey L. Howard, M.D.

6.02 The street address of the principal office of the Corporation is 1168 Goodlette Road, Naples, Florida 34102.

ARTICLE SEVEN

INCORPORATOR

7.01 The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Corey L. Howard, M.D.	1168 Goodlette Road Naples, Florida 34102

ARTICLE EIGHT

DIRECTORS

8.01 The initial Board of Directors of the Corporation shall consist of two (2) members. The number of Directors may be changed from time to time by resolution duly adopted by the Shareholders of the Corporation.

8.02 The names and addresses of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Cynthia J. Yag-Howard, M.D.	1168 Goodlette Road Naples, Florida 34102
Corey L. Howard, M.D.	1168 Goodlette Road Naples, Florida 34102

ARTICLE NINE

INCREASING QUORUM OR VOTING REQUIREMENTS FOR SHAREHOLDERS

9.01 The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders. The adoption or amendment of a bylaw that adds, changes, or

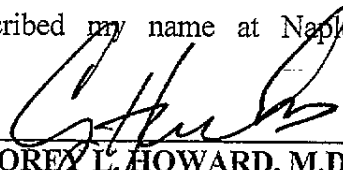
deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE TEN

RESTRICTIONS ON TRANSFER OF STOCK

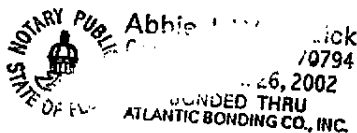
10.01 Provisions restricting the transfer of stock may be contained in the bylaws, in any shareholder agreement or buy-sell agreement filed at the corporation's principal office, or stated on the front or back of any stock certificate, and purchasers of any shares shall be deemed to have notice of such restrictions.

IN WITNESS WHEREOF, I have subscribed my name at Naples, Florida on June 1, 1999.


COREY L. HOWARD, M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 1st day of June, 1999 by COREY L. HOWARD, M.D., who is personally known to me (or has produced _____ as identification) and (did) (did not) take an oath.



Abbie J. W. Sladick
Notary Public
Abbie J. W. Sladick
Typed, Printed or Stamped Name
99 JUN -7 PM 3:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


My Commission Expires: 8/26/2002

My Commission No. is: 770794

ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida Business Corporation Act in all other respects.

Dated: 6/1/99


COREY L. HOWARD, M.D.
Registered Agent