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NAMACK, CLARK & KEENEY

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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SUITE 855

SARASOTA, FLORIDA 34236

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*BOARD CERTIFIED WILLS,
TRUSTS AND ESTATES LAWYER

TELEPHONE

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July 13, 1999

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-07/15/99-01016-019

****122.50 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

We enclose herein executed Articles of Incorporation in duplicate for purposes of securing approval of these Articles of Incorporation for the proposed corporation to be named PHYSICIANS' MANAGEMENT GROUP, INC. Also enclosed is an executed Resident Agent registration form naming Chris Edbrooke as Resident Agent and our draft in the amount of \$122.50 representing the following specific fees:

Filing fee	\$ 35.00
Certified copy of	
Articles of Incorporation	52.50
Resident Agent registration	
fee	35.00
TOTAL	122.50

We have enclosed a copy of these Articles of Incorporation for certification purposes. Once the Articles of Incorporation have been certified, please return the same to our attention in the stamped, self-addressed envelope provided for this purpose.

Thank you for your attention to this matter.

Sincerely yours,


James C. Clark

JCC/ez

Enclosures

cc: Chris Edbrooke

FILED
99 JUL 15 AM 10:54
TALLAHASSEE, FLORIDA

gjc
7/22

ARTICLES OF INCORPORATION
OF
PHYSICIANS' MANAGEMENT GROUP, INC.

FILED
99 JUL 15 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be PHYSICIANS' MANAGEMENT GROUP, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be Seven Thousand Five Hundred (7,500) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT AND

PRINCIPAL OFFICE OF CORPORATION

The street address of the initial registered office and principal office of this corporation is:

2061 Englewood Road
Englewood, Florida 34223

and the name of the initial registered agent of this corporation at that address is:

CHRIS EDBROOKE

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Chris Edbrooke
2061 Englewood Road
Englewood, Florida 34223

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is as follows:

Chris Edbrooke
2061 Englewood Road
Englewood, Florida 34223

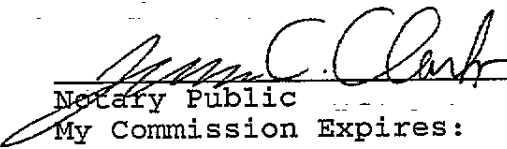
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of incorporation this 13th day of July, 1999.

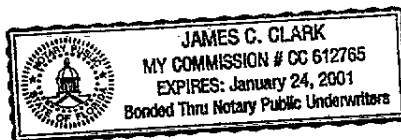

CHRIS EDBROOKE

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CHRIS EDBROOKE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13th day of July, 1999.


Notary Public
My Commission Expires:

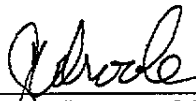


ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
PHYSICIANS' MANAGEMENT GROUP, INC.

FILED
99 JUL 15 PM 3:54
CLERK OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge that I am familiar with the obligations associated with the office of Registered Agent and I accept such appointment and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: July 13, 1999.



CHRIS EDBROOKE
Registered Agent for
PHYSICIANS' MANAGEMENT GROUP, INC.