



**TROUP FINANCIAL SERVICES
INSURANCE & TAX CONSULTANTS**

Since 1976

4343 RIDGEWOOD AVENUE - SUITE A
PORT ORANGE, FLORIDA 32127

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August 2, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

ATTN: New Filing Section

500002951285--7
-08/05/99--01051--008
*****78.75 *****78.75

Dear Sirs;

Attached, please find Article of Incorporation for **UNITED PHYSICIAN'S SERVICES, INC.**

Total fees in the amount of \$ 78.75 are included for the following:

Filing Fees:	\$ 35.00
Registered Agent Designation:	\$ 35.00
Certified Copy:	\$ 8.75

Please process and return to this office for further processing from here. Thank you very much for your prompt consideration.

Sincerely,

TROUP FINANCIAL SERVICES


Robert G. Troup

Encl.: Check # 10452

FILED
99 AUG -5 PM 4:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNTING - BOOKKEEPING - INCOME TAXES - INSURANCE

ARTICLES OF INCORPORATION
OF
UNITED PHYSICIAN'S SERVICES, INC.

FILED
99 AUG -5 PM 4:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of this Corporation is: **UNITED PHYSICIAN'S SERVICES, INC.**

ARTICLE II
DURATION

This Corporation shall exist perpetually.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of operating as a Group Purchasing Service for Medical & Dental Offices. This includes Nursing and Assisted Living Facilities, as well as Out-Patient Surgical Centers and Walk-In Clinics.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 500 shares of Capital Stock with a par value of \$ 1.00 per share. These shares shall be designated as "Common Shares". There will be only this one (1) type of stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address for the Initial Registered Office of this Corporation is:

557 Newton Road
Port Orange, Florida 32127

The name of the original Registered Agent at that address is:

Donna A. Fremont

This mailing address of the Corporation shall be:

557 Newton Road
Port Orange, Florida 32127

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time. The name and address of the Initial Director of this Corporation is:

Donna A. Fremont
557 Newton Road
Port Orange, Florida 32127

ARTICLE VII
INCORPORATOR

The name and address of the person signing these **Articles Of Incorporation** is:

Donna A. Fremont
557 Newton Road
Port Orange, Florida 32127

ARTICLE VIII
BY-LAWS

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

ARTICLE IX
SHAREHOLDER QUORUM AND VOTING

A majority of the Shareholders entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Shareholders. If a quorum is present, the affirmative vote of 51% of the Shareholders represented at the meeting entitled to vote on the subject matter, shall be the act of the Shareholders.

ARTICLE X
POWERS

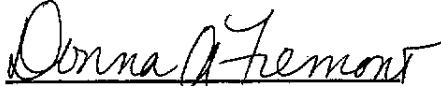
This Corporation shall have all of the Corporate powers enumerated by the Florida General Corporation Act, and as otherwise provided by law.

**ARTICLE XI
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferring upon the Shareholders is subject to this provision.

REGISTERED AGENT ACCEPTANCE

I hereby accept appointment as the Initial Registered Agent of **United Physician's Service, Inc.**

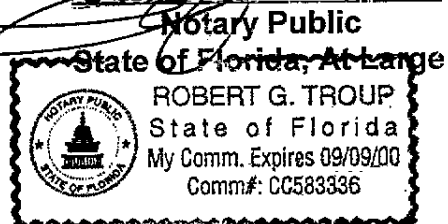

Donna A. Fremont
Initial Registered Agent
United Physician's Services, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

Before me, the above named authority, **Donna A. Fremont**, personally appeared and acknowledged that he accepted the position of **Registered Agent** of **United Physician's Services, Inc.**

**STATE OF FLORIDA
COUNTY OF VOLUSIA**



Before me, the undersigned authority personally appeared, who being known to me to be **Donna A. Fremont**, acknowledged that she had executed the foregoing Articles of Incorporation of **United Physician's Services, Inc.**, for the purposes expressed therein.


Donna A. Fremont

