

THOMAS L. STEPHAN  
ATTORNEY AT LAW

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August 9, 1999

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

RE: Articles of Incorporation for PriorityCare of America  
Inc.

Dear Sirs:

Enclosed please find the original Articles of Incorporation for PriorityCare of America, Inc., for filing with the Secretary of the State of Florida, together with my check in the amount of \$70.00 representing the filing fee.

Please return a copy of the Articles of Incorporation indicating the charter number assigned to the corporation to my office after filing same.

Thank you for your assistance in this matter.

Sincerely,

*Tom Stephan*

Thomas L. Stephan

TLS:sgm  
Enclosures

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

99 AUG 12 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

8/17/99  
*[Signature]*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PRIORITYCARE OF AMERICA, INC.

ARTICLE I. NAME

The name of the corporation shall be PRIORITYCARE OF AMERICA,  
INC.

ARTICLE II. DURATION.

This corporation shall exist perpetually.

ARTICLE III. PURPOSE.

The purpose of the corporation shall be for the purpose of the  
transaction of any other lawful business for which corporations may  
be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five  
Hundred (7,500) shares of common stock of a par value of Ten Cents  
(\$0.10) per share and the consideration to be paid for each share  
shall be fixed by the Board of Directors.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

AND MAILING ADDRESS

The street address of the initial registered office of this  
corporation is 251 Maitland Avenue, Suite 302, Altamonte Springs,  
Florida 32701, and the name of the Registered Agent of this  
corporation at that address is THOMAS L. STEPHAN, and the mailing  
address for this corporation is 2356-A Winterwoods Boulevard,  
Winter Park, Florida 32792.

**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 by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation is as follows:

TRINIDAD MOLINA, Director  
2356-A Winterwoods Boulevard  
Winter Park, Florida 32792

**ARTICLE VII. INITIAL OFFICERS**

TRINIDAD MOLINA, President  
2356-A Winterwoods Boulevard  
Winter Park, Florida 32792

TRINIDAD MOLINA, Vice President, Secretary & Treasurer  
2356-A Winterwoods Boulevard  
Winter Park, Florida 32792

**ARTICLE VIII. AMENDMENT.**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this transaction.

**ARTICLE IX. INCORPORATOR.**

The Incorporator of these Articles of Incorporation and his name and address is as follows: TRINIDAD MOLINA, and his address is 2356-A Winterwoods Boulevard, Winter Park, Florida 32792.

**ARTICLE X. PRINCIPAL PLACE OF BUSINESS.**

The address for the principal place of business of PRIORITYCARE OF AMERICA, Inc., is 2356-A Winterwoods Boulevard, Winter Park, Florida 32792.

IN WITNESS WHEREOF, the undersigned Incorporator and Officer and Director have executed these Articles of Incorporation this 31 day of July, 1999.

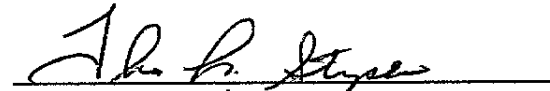
  
TRINIDAD MOLINA

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared, TRINIDAD MOLINA, who is PERSONALLY KNOWN TO ME AND WHO DID TAKE AN OATH, and who, after being by me first duly sworn, deposes and says that he is the Incorporator, an Officer and Director in the foregoing Articles of Incorporation and that he executed same for that purpose and the statements contained therein are true.

WITNESS my hand and official seal this 31 day of July, 1999.

  
Notary Public  
My Commission Expires:




Thomas L. Stephan  
MY COMMISSION # CC682846 EXPIRES  
January 23, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT.

HAVING BEEN NAMED as Registered Agent to accept service of process of PRIORITYCARE OF AMERICA, Inc., and the registered office address is 251 Maitland Avenue, Suite 302, Altamonte Springs, Florida 32701 and the mailing address for said corporation is 2356-A Winterwoods Boulevard, Winter Park, Florida 32792, as designated by the corporation and I hereby accept and agree to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

DATED this 31 day of July, 1999.

  
THOMAS L. STEPHAN  
Registered Agent

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99 AUG 12 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA