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September 21, 1999

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Secretary of State
Division of Corporation
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

RE: Primary Care Center of Marianna, Inc.

Dear Sirs:

Enclosed herewith are the original and a copy of Certificate of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee:	\$35.00
Certified Copy:	\$52.50
Registered Agent Fee:	\$35.00

Please file the original of the enclosed Certificate of Incorporation and return a certified copy to the undersigned.

Thank you for your cooperation.

Sincerely,

Colby Peel

Colby Peel

CP:ask

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99 SEP 23 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 9/27/99

CERTIFICATE OF INCORPORATION
OF
PRIMARY CARE CENTER OF MARIANNA, INC.

Section I

The name of this corporation shall be Primary Care Center of Marianna, Inc.

Section II

The purpose of the business is to provide medical services and to engage in activity or business permitted under the laws of the United States and the State of Florida. Further, to enter into any arrangement with any governmental authorities, local, state or national, or any person, firm or corporation that may seem conducive to the corporation's object, or any of them, and to obtain from such governmental authorities, persons, firms or corporations such rights, privileges, franchises or concession which the corporation may deem desirable to obtain, and which may seem conducive to the objects of the corporation; generally, to undertake and transact any business of capitalists, financial agents, manufacturers' representatives, trustees or promoters, which may seem conducive to any of the objects of the corporation; and to exercise any and all of the powers of corporations as authorized by Section 607, Florida Statutes.

Section III

Common Stock - That the maximum number of share of common capital stock, non-cumulative, which the corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of one dollar (\$1.00) par value with the right to increase the number of outstanding shares as provided by the Laws of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section IV

The amount of capital which the corporation shall begin business is \$500.00.

Section V

The corporation shall have perpetual existence.

Section VI

The principal office of the corporation shall be 4299 Third Avenue, Marianna, Florida, 32446.

Section VII

The Board of Directors shall be composed of two (2) members.

Section VIII

The name and respective post office addresses of the first Board of Directors who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified, is as follows:

Name	Post Office Address
Rita Rodgers Social Security Number: 267-87-9966	Route 1 Box 137Z Blountstown, FL 32424
Sharon Basford Social Security Number: 263-85-1163	1700B Gulf Power Road Sneads, FL 32460

Section IX

The name and respective post office addresses of the first officers of the corporation who shall hold office for the first year of the existence of said corporation or until their successors are elected or appointed and have qualified, are as follows:

Name	Post Office Address
President: Rita Rodgers Social Security Number: 267-87-9966	Route 1 Box 137Z Blountstown, FL 32424
Secretary: Sharon Basford Social Security Number: 263-85-1163	1700B Gulf Power Road Sneads, FL 32460

Section X

The name and respective post office addresses of each of the subscribers to the Certificate of Incorporation and number of shares on non-cumulative capital stock which each agrees to take are as follows:

Name	Post Office Address	No. of Shares
Rita Rodgers Social Security Number: 267-87-9966	Route 1 Box 137Z Blountstown, FL 32424	250
Sharon Basford Social Security Number: 263-85-1163	1700B Gulf Power Road Sneads, FL 32460	250

Section XI

In addition to the inherent powers and privileges granted to and conferred upon corporations by the Laws of the State of Florida, this corporation shall have the following powers:

1. To acquire, purchase, own, sell or otherwise dispose of stocks, bonds, mortgages, securities, notes and commercial paper of governments, firms, corporation and individuals.
2. To borrow money and contract debts upon such terms as it desires; to execute such mortgages or other instruments encumbering its property to secure the payment of its obligations as may be desires.
3. To own, hold, purchase, lease or otherwise acquire real estate or any interest therein and

to sell or otherwise dispose of the same.

4. To appoint such officers and agents as the affairs of the corporation may be required.

5. To do anything necessary and proper for the accomplishment of the objects of the corporation or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful activity necessary to or incidental to the attainment of the objects of the corporation.

I, the undersigned, for the purpose of forming a corporation under Florida Statutes, do make and file this Certificate of Incorporation, declaring and certifying that the facts stated therein are true, and we agree to take the number of shares of capital stock set forth opposite our names in Section X of the Certificates of Incorporation.

Rita Rodgers
RITA RODGERS

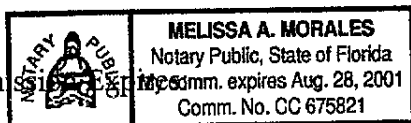
Sharon Basford
SHARON BASFORD

STATE OF FLORIDA
COUNTY OF JACKSON:

BEFORE ME, the undersigned authority, personally appeared RITA RODGERS and SHARON BASFORD, a persons well known to me to be RITA RODGERS and SHARON BASFORD, who, by me first being duly sworn, depose, and say that they are 18 years of age or more, sui juris, or otherwise competent to swear oaths and execute acknowledgments, and further that they have carefully read the foregoing Articles of Incorporation and that each and every allegation contained therein is true, correct, and accurate. Further Affiant sayeth not.

Sworn to and subscribed before me this 22 day of September, 1999.

My Comm. expires



Melissa A. Morales
NOTARY PUBLIC

CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

In pursuance to Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections;

Primary Care Center of Marianna, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Marianna, County of Jackson, State of Florida, has named Rita Rogers as its Resident Agent to accept service of process within this State, who is located at the following address: Route 1 Box 137 Z, Blountstown, Florida, 32424.

Having been named as the registered agent for the above corporation for the purposes of accepting service of process at the registered office designed in this certificate, I hereby accept such appointment and agree to act in such capacity. I hereby am familiar with and accept the duties and responsibilities as registered agent of such office as provided for in Florida Statute Section 607.0505. I agree to comply with the provisions of said Section relative to keeping open the registered office.


RITA RODGERS
Registered Agent

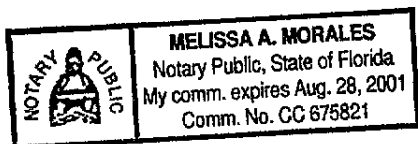
STATE OF FLORIDA
COUNTY OF JACKSON:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared RITA RODGERS, a person well known to me to be RITA RODGERS, who, by me first being duly sworn, depose, and say that she is 18 years of age or more, sui juris, or otherwise competent to swear oaths and execute

acknowledgments, and further that she has carefully read the foregoing and that each and every allegation contained therein is true, correct, and accurate. Further Affiant sayeth not.

Sworn to and subscribed before me this 22 day of September, 1999.



Melissa A. Morales
NOTARY PUBLIC

My Commission Expires: