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V12641

FILED

1992 FEB 10 PM 1:12

GREENBERG, TRAUBIG et al
ATTN: BETTY GALVIN
305-579-0500
ATTORNEYS AT LAW
1221 BRICKELL AVE.
MIAMI, FL 33131

SECRETARY OF STATE TALLAHASSEE ORDER NUMBER		
00023967		
CUSTOMER NO.	ORDER DATE	ORDER TIME
0267	02/10/92	09:00
ORDER TAKEN BY:		
KAREN ROZAR		

WORK ORDER DESCRIPTION

FILE DOMESTIC ART. OF INC

OBTAIN 1 CERTIFIED COPY & 1 STAMPED COPY

1. PHYSICIAN HEALTHCARE PLANS, INC.

CH#:

FILE DATE:

STATE FEES PREPAID BY YOUR CK# 32843
DOCUMENTS RECEIVED BY FEDERAL EXPRESS
KBR

FILED 10951-00045-0004
DOMESTIC ARTICLES FILED
REGISTERED PUBLIC
ORDER FILING
CERTIFICATION OF
TOTAL

3503
V12641

FED EXP

If for any reason the above request is confusing or incorrect please contact our office immediately at the telephone number listed above. Thank you for your assistance with the above request.

REQUEST FOR INFORMATION

ARTICLES OF INCORPORATION
OF

PHYSICIAN HEALTHCARE PLANS, INC.

FILED

1982 FEB 10 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is PHYSICIAN HEALTHCARE PLANS, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Michael B. Fernandez, 125 Gavilan - Coco Plum, Coral Gables, Florida 33143.

ARTICLE III

(a) The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

(b) The Corporation shall hold a special meeting of shareholders:

(1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE IV

The street address of the Corporation's initial registered office is 125 Gavilan - Coco Plum, Coral Gables, State of Florida 33143, City of Coral Gables, County of Dade, and the name of its initial registered agent at such office is Michael B. Fernandez.

ARTICLE V

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board

of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified is:

Michael B. Fernandez
125 Gavilan - Coco Plum
Coral Gables, Florida 33143

ARTICLE VI

The name of the Incorporator is Michael B. Fernandez and the address of the Incorporator is 125 Gavilan - Coco Plum - Coral Gables, Florida 33143.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

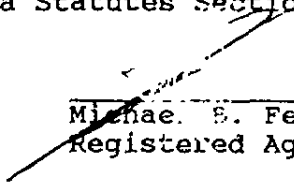
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 7th day of February, 1992.



Michael B. Fernandez - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PHYSICIAN HEALTHCARE PLANS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Michael B. Fernandez
Registered Agent

Dated: February 7, 1992