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DAVID M. ANDREWS

ATTORNEY AT LAW

100 SOUTH PARK BLVD. • SUITE 206

P.O. BOX 5358

TELEPHONE (904) 826-1987

ST. AUGUSTINE, FL 32085

FAX (904) 826-4236

August 29, 2001

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED
01 SEP -4 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: ALL FEMALE OB/GYN OF ST. AUGUSTINE, INC.

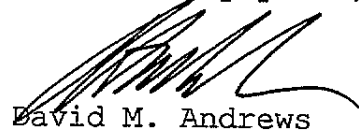
Dear Sir/Madam:

Enclosed are the original and one copy of proposed Articles of Incorporation in regard to the captioned corporation. Also enclosed is a check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Articles	8.75
Resident Agent Fee	<u>35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, please execute and send me a certified copy of the Articles.

Respectfully yours,



David M. Andrews

DMA:dds
Enclosure

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-09/04/01--01098--017
*****78.75 *****78.75

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ARTICLES OF INCORPORATION

OF

ALL FEMALE OB/GYN OF ST. AUGUSTINE, INC.

FILED
01 SEP -4 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, MATTHEW E. MAETOZO, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is ALL FEMALE OB/GYN OF ST. AUGUSTINE, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock of the same class and at ten cents(10¢) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this State are: 150 South Park Blvd., Suite 102, St. Augustine, FL 32086, and the name of the initial registered agent of this Corporation at the registered address is: MATTHEW E. MAETOZO

ARTICLE VIII

The number of Directors of this Corporation shall not be less than ONE or more than THREE.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Matthew E. Maetozo	President	150 South Park Blvd., Suite 102 St. Augustine, FL 32086

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
Matthew E. Maetozo	150 South Park Blvd., Suite 102 St. Augustine, FL 32086

ARTICLE XI

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

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 20th day of AUGUST, 2001.


MATTHEW E. MAETOZO

STATE OF FLORIDA

COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 20th day of AUGUST, 2001, by MATTHEW E. MAETOZO, who is personally known to me or who produced _____ as identification, and who did/did not take an oath.


Notary Public



Diane Dunham
My Commission DD012783
Expires May 17 2005

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT ALL FEMALE OB/GYN OF ST. AUGUSTINE, INC., DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY
OF ST. JOHN'S, STATE OF FLORIDA, HAS NAMED MATTHEW E. MAETOZO, LOCATED
AT 150 SOUTH PARK BLVD., SUITE 102, OF THE CITY OF ST. AUGUSTINE,
COUNTY OF ST. JOHN'S, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

Signature: MATTHEW E. MAETOZO
Matthew Maetozo
(Corporate Officer)

Title: President

Date: 8/29/01

FILED
01 SEP -4 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Signature: MATTHEW E. MAETOZO
Resident Agent - Matthew E. Maetozo

Date: 8/29/01