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PO2000094743

August 19, 2002

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

900007247419--1
-08/21/02--01028--022
*****78.75 *****78.75

Re: Articles of Incorporation for:
ADRIANA C. OTTO, P. A.

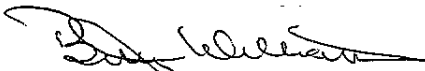
Dear Sirs/Ladies:

Please find enclosed for filing the original and one copy of the Articles of Incorporation for the above referenced corporation along with my check in the amount of \$78.75 for the filing fee.

If all is in order, I would request that the Articles of Incorporation be properly filed and that the Certificate of Incorporation and certified copy of the Articles be forwarded to our office at the above address.

Thank you in advance for your prompt attention to this matter.

Sincerely,



Betty Williams
Secretary to Michael A. Croak

/bw
Enclosure

FILED
02 AUG 29 AM 9:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W0224421

Daw 7
8-29-02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 22, 2002

MICHAEL A. CROAK, P.A.
2785 S BAY ST STE G
EUSTIS, FL 32716

SUBJECT: ADRIANA C. OTTO, P.A.
Ref. Number: W02000024421

We have received your document for ADRIANA C. OTTO, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document. ~~See Article V Attached~~

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 202A00049385

FILED
02 AUG 29 AM 9:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ADRIANA C. OTTO, P. A.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a Doctor of Medicine, licensed or otherwise legally authorized to practice by and within the State of Florida, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit by virtue of the provisions of Chapter 621, Florida Statutes, and Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is :

ADRIANA C. OTTO, P. A.

Located at: 102 N. St. Clair Abrams Avenue, Tavares, Florida 32778

ARTICLE II

Nature of Business

The general nature of business and the proposed objects and purposes to be transacted, promoted and carried on by the corporation are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do under the laws of the State of Florida, viz.,

A. To engage in every aspect of the practice of medicine and all its fields of specialization as are engaged in by Doctors of Medicine in this State.

B. To engage and render the professional service involved only through its officers, agents and employees who are Doctors of Medicine in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To own real and personal property necessary for the rendering of the professional services hereby authorized.

E. To engage in no other business other than the rendering of the professional services specified herein.

ARTICLE III

Capital Stock

A. The maximum number of shares of stock which the corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock each with a par value of One Dollar (\$1.00) per share.

B. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services which, in the judgment of the Board of Directors of this corporation, shall be of the valuation equivalent to the value of the stock to be issued.

C. Shares of the corporation's stock and certificates therefor shall be issued only to Doctors of Medicine in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE IV

Stock Transfer Agreements

A. If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third parties, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and

such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

B. Provided, however, any such agreement shall be subject to the requirements of Florida Statute 621, and no shareholder may sell or transfer any of such shareholder's shares of stock in this corporation except to another individual who is, under the provisions of Florida Statute 621, eligible to be a shareholder of this corporation.

The corporation is authorized to issue a maximum number of 1,000 shares of the par value of \$1.00 per share, all of which shall be common stock.

ARTICLE V

The initial registered office in this state of the corporation is 102 N. St. Clair Abrams Avenue, Tavares, Florida, 32778, and the name of the initial Registered Agent at such address is ADRIANA C. OTTO, who by execution hereof acknowledges that she is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.

ARTICLE VI

The corporation shall initially have one (1) director(s), but the bylaws may provide for such increase or decrease in number thereof as is authorized by law.

The Board of Directors of the corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the corporation, in whatever capacity.

The name and street address of the member of the first Board of Directors is as follows:

NAME	ADDRESS
Adriana C. Otto	1200 Overlook Road Eustis, Florida 32726

ARTICLE VII

The corporation shall have a President and Secretary/Treasurer, each of whom may be members of the Board of Directors, and the corporation may have any such other and additional officers as may be authorized by its bylaws.

ARTICLE VIII

The name and street address of the Incorporator of the Articles of Incorporation is as follows:

NAME	ADDRESS
Adriana C. Otto	1200 Overlook Road Eustis, Florida 32726

ARTICLE IX

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at the shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

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

DATED this 16th day of August, 2002.

WITNESSES:

[Signature]
[Signature]

Adriana C. Otto
Adriana C. Otto, Incorporator and
Registered Agent

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared ADRIANA C. OTTO to me known to be the person described as Incorporator and Registered Agent in and who executed the foregoing Articles of Incorporation and who has produced her FL Driver License as identification.

Witness my hand and official seal in the County and State aforesaid this 16th day of August, 2002.

[Signature]
Notary Public
My Comm. Exp.: _____



Michael A. Croak
MY COMMISSION # CC827278 EXPIRES
May 3, 2003
BONDED THRU TROY FAIN INSURANCE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

02 AUG 29 AM 9:50

FILED