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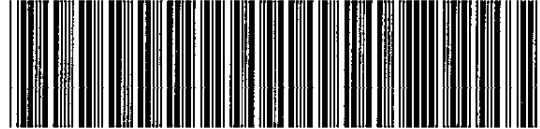
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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

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Emerald Coast Sports Medicine
and Orthopaedics, P.A.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
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- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
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- Courier _____

Signature _____

Requested by: _____

SS 11/13/02 10:39
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE

10-12-02

EMERALD COAST SPORTS MEDICINE AND ORTHOPAEDICS, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract and a physician duly licensed to render services as such under the laws of the State of Florida, hereby presents these Articles for formation of a corporation under the Professional Service Corporation Act, Florida Statutes, Chapter 621, and other laws of the State of Florida:

ARTICLE I - NAME:

The name of this corporation is EMERALD COAST SPORTS MEDICINE AND ORTHOPAEDICS, P.A., (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing on the date set forth below (i.e., the date of subscription and acknowledgment of these Articles of Incorporation by the incorporator).

ARTICLE III - PURPOSES:

The Corporation is organized for the purposes of (i) engaging in the practice of medicine and related services, including engaging in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed physician under the laws of the State of Florida is authorized to render (but such professional services shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine therein), (ii) investing the funds of the Corporation in real estate,

mortgages, stocks, bonds and any other types of investment, (iii) owning real and personal property necessary for the rendering of professional services, and (iv) engaging in any and all other lawful business that can be transacted by a professional service corporation not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock; provided, however, that none of the shares of the Corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice medicine in the State of Florida nor shall any shareholder of the Corporation sell or transfer his or her shares in the Corporation to any individual other than one who is duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

ARTICLE V - PREEMPTIVE RIGHTS:

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

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the Corporation is c/o 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, FL 32547 and the mailing address is the same. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the initial registered agent of the Corporation at that address is C. Jeffrey McInnis.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The 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. The name and address of the initial director of the Corporation is Leo C. Chen, M.D., 550 W. Redstone Avenue, Suite 300, Crestview, FL 32536.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is as follows and such person is duly licensed under the laws of the State of Florida to render services as a medical doctor: Leo C. Chen, M.D., 550 W. Redstone Avenue, Suite 300, Crestview, FL 32536.

ARTICLE IX -BY-LAWS:

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

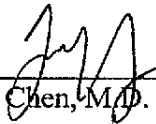
ARTICLE X - SECTION 1244 STOCK:

It is the intent of this charter that the capital stock of the Corporation may be sold in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XI:

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with authority to exercise the voting power of any or all of his or her shares in the Corporation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Professional Service Corporation to perform services as aforesaid within the State of Florida, has executed these Articles of Incorporation on this 12th day of November, 2002.



Leo C. Chen, M.D.

STATE OF FLORIDA)

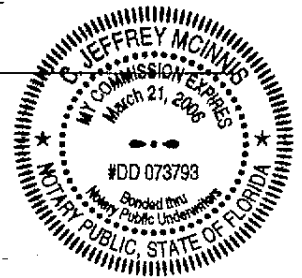
COUNTY OF OKALOOSA)

Before me, the undersigned authority, personally appeared Leo C. Chen, M.D., known to me to be the person described in the foregoing Articles of Incorporation of the Corporation, and such person acknowledged to and before me that such person executed the Articles of Incorporation for the purposes therein described.

WITNESS my hand and official seal this 12th day of November, 2002.



NOTARY PUBLIC
My commission expires:



This Instrument prepared by:
ANCHORS, FOSTER, McINNIS & KEEFE, P.A.
(C. Jeffrey McInnis)
909 Mar Walt Drive, Suite 1014
Fort Walton Beach, Florida 32548
(850) 863-4064

CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

EMERALD COAST SPORTS MEDICINE AND ORTHOPAEDICS, P.A., (the "Corporation"), desiring to organize under the laws of the State of Florida with its registered office, as indicated in its Articles of Incorporation, at 909 Mar-Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, has named C. JEFFREY McINNIS, located at 909 Mar-Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, as its agent to accept service of process within this State.

ACKNOWLEDGMENT.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, including those relative to keeping open of said office.



C. JEFFREY McINNIS

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TALLAHASSEE, FLORIDA