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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: FERNANDO E. KAFIE, M.D., F.A.C.S., P.A.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: FERNANDO E. KAFIE M.D., F.A.C.S.
Name (Printed or typed)

5147 NORTH 9TH AVENUE, SUITE G-0
Address

PENSACOLA, FLORIDA 32504
City, State & Zip

(850) 380 9210
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF**

Fernando E. Kafie, MD, FACS, P.A.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name of the Corporation

The name of the corporation shall be: Fernando E. Kafie, M.D., F.A.C.S., P.A.

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ARTICLE II

Principal Office

The principal place of business/ mailing address is:

5147 North 9th Avenue, Suite G-01
Pensacola, Florida 32504

ARTICLE III

Specific Purpose

The corporation is organized solely for the purpose of conducting the practice of medicine only through persons qualified to practice medicine in the State of Florida. Such persons shall practice the profession of medicine in accordance with all rules for professional conduct established by the Florida Board of Medical Examiners.

ARTICLE IV

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of common stock, each share with a par value of One Dollar (\$1.00). No other class or type of stock shall be issued.

ARTICLE V

Initial Board of Directors

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws of the corporation, but the number of directors of the corporation shall not be less than one nor more than ten. The initial director of the corporation is:

Fernando E. Kafie, MD, FACS

5147 North 9th Avenue, Suite G-01,

Pensacola, Florida 32504

ARTICLE VI

Initial Registered Office and Agent

The address of the initial registered office of the corporation is 5147 North 9th Avenue, Suite G-01, Pensacola, Florida 32504, and the name of the initial registered agent of this corporation at that address is Fernando E. Kafie, M.D., F.A.C.S..

ARTICLE VII

Incorporator

The name and address of the incorporator signing these Articles of Incorporation is Fernando E. Kafie, MD, FACS, 5147 North 9th Avenue, Suite G-01, Pensacola, Florida 32504.

ARTICLE X

Amendment

These Articles of Incorporation may be amended upon any proposed amendment receiving the affirmative vote of the holders of a majority of the shares then outstanding at any regular or special meeting of the stockholders, upon advance notice given of the change to be made. Upon approval any such amendment shall become and be taken as a part of the original Articles of Incorporation.

ARTICLE XI

Bylaws

The power to adopt, alter, amend, or repeal the bylaws of the corporation shall be vested in the board of directors.

ARTICLE XII

Shareholders Quorum and Voting

At any meeting of the shareholders, fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

Statutory Powers

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

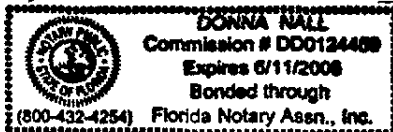
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13 day of January, 2002³

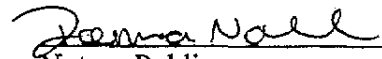

Fernando E. Kafie, MD, FACS

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 13 day of January 2002, by Fernando E. Kafie, MD, FACS, who is personally known to me and who did take an oath.

Given under my hand and official seal this 13 day of January, 2002³




Notary Public

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: That Fernando E. Kafie, MD, FACS, P.A. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5147 N. 9th Ave., Suite G-01, Pensacola, Florida 32504 has named Fernando E. Kafie, MD, FACS of 5147 N. 9th Ave., Suite G-01, Pensacola, Florida 32504 as its agent to accept service of process within Florida.

By: 
Fernando E. Kafie, MD, FACS
President

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 related to the proper and complete performance of my duties.


Fernando E. Kafie, MD, FACS

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