Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, FL
904-222-9171
904-222-0191 Fax

800-342-8086

P95000004201

CSC networks

Mail To
P.O. Box 5828
Tallahassee, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 525970 132254A

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : January 17, 1995

ORDER TIME : 9:26 AM

ORDER NO. : 525970

CUSTOMER NO: 132254A

700001381617
-01/17/95--01043--019
*****70.00 *****70.00

CUSTOMER: Ms. Sue Thomas (132254a)
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

DOMESTIC FILING

P95000004201

FILED
95 JAN 17 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: CLEARWATER MEDICAL GROUP, INC.

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

EFFECTIVE DATE
1-16-95

_______ CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Hamilton

EXAMINER'S INITIALS:

1 18 95

FILED

95 JAN 17 AM 7:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CLEARWATER MEDICAL GROUP, INC.

ARTICLE I.

NAME

The name of this corporation is Clearwater Medical Group, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 2250 Drew Street, Clearwater, FL 34625.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of January 16, 1995.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar ($1.00) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Thomas B. Smith, Esq., 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701. The Registered Agent, by his execution of these Articles of Incorporatio~ as incorporator, accepts the appointment as registered age and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are Douglas J. Weiland, 2250 Drew Street, Clearwater, FL 34625.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Thomas B. Smith, Esq., 150 Second Avenu. N., 17th Floor, St. Petersburg, Florida 33701.

ARTICLE IX.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII.

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 16th day of January, 1995.

Thomas B. Smith

Thomas B. Smith

INCORPORATOR

P95000004201

BRONSTEIN, CARLSON, GLEIM & SMITH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Joel D. Bronstein
Susan W. Carlson
Holger D. Gleim
Jeffrey J. Kallan
Thomas B. Smith

Suite 1100
150 Second Avenue North
St. Petersburg, Florida 33701

95 FEB 22 PM 1:00

(813) 898-6688
Fax (813) 898-8811

Refer to File No. 944020

Writer's Direct Dial No. 898-6690

February 16, 1995

Registered Agent/Address Section
Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

200001414002
-02/23/95--01083--002
*****35.00 *****35.00

RE: Clearwater Medical Group, Inc.

Gentlemen:

Enclosed please find the original and duplicate copy of a Change of Registered Office and Agent for the above-referenced corporation, along with our check in the amount of $35.00 representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning same to me.

If you have any questions in connection with the documents, or need further information, please contact me by telephone rather than returning the document.

Very truly yours,

Sue Thomas

Sue Thomas
Paralegal to
Thomas B. Smith

RA Chg.
[illegible]
2-24

ST/klm
Encs.
cc: Clearwater Medical Group, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 22 PM 1:00

CHANGE OF REGISTERED OFFICE AND AGENT
OF
CLEARWATER MEDICAL GROUP, INC.

TO: SECRETARY OF STATE OF FLORIDA

1. The name of the Corporation is Clearwater Medical Group, Inc.

2. The current registered office is located at 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701.

3. The registered office will be changed to 2250 Drew Street, Clearwater, FL 34625.

   THIS IS THE CORRECT BUSINESS ADDRESS OF THE CORPORATION, PLEASE CHANGE YOUR RECORDS ACCORDINGLY.

4. The current registered agent is Thomas B. Smith, Esq.

5. The successor registered agent will be Lawrence Weiland.

6. The street address of the Corporation's registered office and the business office of its registered agent, as changed above, will be identical.

7. All changes made above have been authorized by resolutions duly adopted by the Corporation's Board of Directors.

8. All changes made above have been made by an officer of the Corporation authorized to do so by the Board of Directors.

DATED: February 10, 1995.

Clearwater Medical Group, Inc.

By: ______________________

Douglas J. Weiland, President

ACKNOWLEDGMENT

I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

____

Lawrence Weiland
Registered Agent

1201 Hays Street
Tallahassee, FL 32301-2607
904-222-0171
904-222-01__ FAX

800-342-8086

P95000004201

CSC networks
Prentice Hall
Legal & Financial Services

ACCOUNT NO. : 072100000032

REFERENCE : 104606 132254A

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : October 1, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 104606

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst
Bronstein Carlson Gleim &
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

FILED
96 OCT -1 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

200001968362
-10/08/96--01142--010
*****35.00 *****35.00

NAME: CLEARWATER MEDICAL GROUP, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

RECEIVED
96 OCT -1 AM 11:07
DIVISION OF CORPORATION

N. HENDRICKS OCT - 1 1996

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS: ____

FILED
96 OCT -1 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT OF
CLEARWATER MEDICAL GROUP, INC.

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the corporation is Clearwater Medical Group, Inc.

2. Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I
NAME

The name of this corporation is Tampa Bay Medical Group, Inc.

3. This Amendment has been adopted by unanimous Written Action of all of the Directors and Shareholders of the Corporation on September 1, 1996.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation this 1 day of September, 1996.

CLEARWATER MEDICAL GROUP, INC.

By: ______________________
Douglas J. Weiland, President

(CORPORATE SEAL)

116100