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FLORIDA DIVISION OF CORPORATIONS
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NAME: HIGHLANDS OB-GYN ASSOCIATES, INC.
AUDIT NUMBER.....1198000012350
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SEP 5 1996
TALLAHASSEE, FLORIDA

FILED
96 SEP -5 PM 6:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Ray
9/5/96*

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**ARTICLES OF INCORPORATION
OF
HIGHLANDS OB-GYN ASSOCIATES, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I. NAME.

The name of the corporation shall be: Highlands Ob-Gyn Associates, Inc.

ARTICLE II. ADDRESSES.

The address of the principal office of this corporation shall be 3589 South Highlands Avenue, Sebring, FL 33870 and the mailing address of the corporation shall be the same.

ARTICLE III. NATURE OF BUSINESS.

This corporation may engage in every aspect of the business of rendering medical services to the public that a physician licensed under the laws of the State of Florida is authorized to engage in. This corporation may also engage or transact in any and all lawful activities and businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE V. REGISTERED AGENT AND OFFICE.

The street address of the initial registered office of the corporation shall be 11900 Biscayne Boulevard, Miami, FL 33181 and the name of the initial registered agent of the corporation at that address is Dana M. Kaufman.

ARTICLE VI. INCORPORATOR.

The name and street address of the incorporator to these Articles of Incorporation is: Cheryl Julien Kaufman, P.A., 5241 North Bay Road, Miami Beach, FL 33140.

Prepared by:
Cheryl Julien Kaufman, P.A.
5241 North Bay Road
Miami Beach, FL 33140
(305) 865-3492
FL Bar No. 623679

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ARTICLE VII. PREEMPTIVE RIGHTS.

Each holder of any stock of the Corporation shall be entitled, as a matter of right, to purchase, subscribe for, or otherwise acquire any new or additional shares of stock of the Corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, bonds, notes, debentures or other securities convertible into or carrying options or warrants to purchase, subscribe for, or otherwise acquire any such new or additional shares.

ARTICLE VIII. INITIAL DIRECTORS.

The number of directors that this corporation shall have initially is two. The number of directors may be altered from time to time as may be provided in the bylaws. The initial directors shall be Paul A. Pietro, M.D. whose address is 6900 Matanzas Drive, Sebring, FL 33872 and John F. Oliva, M.D. whose address is 3246 Wynstone Court, Sebring, FL 33872 who shall serve as the directors until their successors are elected and shall qualify.

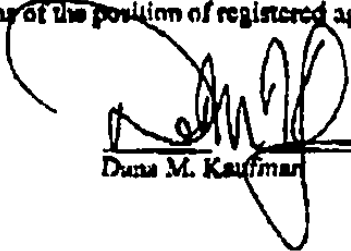
IN WITNESS WHEREOF, the undersigned agent of Cheryl Julica Kaufman, P.A. has hereunto set her hand and seal on September 11, 1996.

Cheryl Julica Kaufman, P.A.

By: 
Cheryl Julica Kaufman, Pres.

ACCEPTANCE OF REGISTERED AGENT

Dana M. Kaufman having a business office identical with the registered agent of the corporation named above and having been designated as the registered agent in the foregoing Articles, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505, Florida Statutes.


Dana M. Kaufman

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