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NAME: PHILIP J. ROGAL, M.D., P.A.

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ARTICLES OF INCORPORATION
OF
PHILIP J. ROGAL, M.D., P.A.

The undersigned, duly licensed to practice medicine in the State of Florida acting as incorporator of PHILIP J. ROGAL, M.D., P.A., under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

PHILIP J. ROGAL, M.D., P.A.

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ARTICLE II. PURPOSE

The purpose of this Corporation is to engage in the practice of cardiology and internal medicine within the State of Florida and to take all actions that are necessary or proper in connection with that practice.

ARTICLE III. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 100,000 shares of Common Stock having a par value of \$.10 per share. The Board of Directors may authorize shares to be issued for any consideration described in Section 607.0621, Florida Statutes, or otherwise provided by law.

Prepared By:

Marilyn D. Sandborn

Florida Bar No.: 0793396

Shear, Newman, Hahn & Rosenkranz, P.A.

201 E. Kennedy Blvd., 10th Floor

Tampa, FL 33602

813-228-8530

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ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 201 E. Kennedy Blvd., 10th Floor, Tampa, Florida 33602. The Corporation's initial registered agent at the registered office is Marilyn D. Sandborn.

ARTICLE VI. MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and the address of the principal office of the Corporation is 2809 W. Waters Avenue, Tampa, Florida.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Philip J. Rogal	2809 W. Waters Avenue Tampa, Florida

ARTICLE VIII. BOARD OF DIRECTORS

The 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 street address of the initial director is:

<u>Name</u>	<u>Address</u>
Philip J. Rogal	2809 W. Waters Avenue Tampa, Florida

ARTICLE IX. ALIENATION OF SHARES

No shareholder of the Corporation may sell or transfer his/her shares in the Corporation, except to another individual who is eligible to be a shareholder of the Corporation.

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ARTICLE X. BYLAWS

Either the board of directors or the shareholders may adopt, alter, amend, or repeal bylaws; provided, however, the board of directors may not amend or appeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or appeal by the board of directors.

ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

The undersigned incorporator has executed these Articles of Incorporation this 20th day of November, 1997.



Philip J. Rogal
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: PHILIP J. ROGAL, M.D., P.A.
2. The name and address of the registered agent and office is:

Marilyn D. Sandborn
201 E. Kennedy Blvd.
10th Floor
Tampa, FL 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT-AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Marilyn D. Sandborn
Marilyn D. Sandborn

11-20-97
Date

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