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PROFESSIONAL ASSOCIATION

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December 4, 1997

VIA HAND DELIVERY

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

400002363644--8
-12/05/97--01001-004
*****70.00 *****70.00

Re: AAA Medical Professionals, Inc.

Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and Resident Agent Designation/Acceptance for AAA Medical Professionals, Inc., along with a check in the amount of \$70.00, representing your Filing and Designation of Resident Agent fees.

Please file these Articles of Incorporation and return a date-stamped copy along with your Letter of Acknowledgment. We are located here in Tallahassee and would like to pick up these documents when they are ready this afternoon.

Thank you for your assistance.

Very truly yours,

Carol Allen
Carol Allen

CA/

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -4 PM 3:42

RP
12-4-97

ARTICLES OF INCORPORATION

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OF

AAA MEDICAL PROFESSIONALS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: AAA Medical Professionals, Inc.

ARTICLE II DURATION

The duration of the corporation shall be perpetual.

ARTICLE III INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is 18222 Camellia Road, Ft. Myers, Florida 33912.

ARTICLE IV PURPOSE

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. The corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions and foreign countries.

ARTICLE V SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, each having the par value of one cent (\$.01).

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Steven R. Moriconi, 18222 Camellia Road, Ft. Myers, Florida 33912.

ARTICLE VII INCORPORATOR

The name and street addresses of the sole incorporator to these Articles of Incorporation is as follows:

Steven R. Moriconi
18222 Camellia Road
Ft. Myers, Florida 33912

THE UNDERSIGNED incorporator has executed these Articles of Incorporation this 3rd day of December, 1997.



STEVEN R. MORICONI
Signature / Incorporator

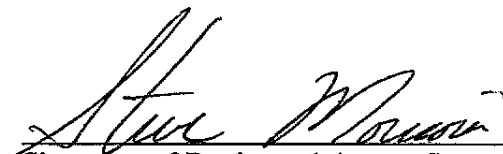
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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: AAA MEDICAL PROFESSIONALS, INC.
2. The name and address of the registered agent and office is:

STEVEN R. MORICONI
18222 CAMELLIA ROAD
FT. MYERS, FLORIDA 33912

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.



Signature of Registered Agent, Steven R. Moriconi

DATE: 12/3/97

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