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December 18, 1997

DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

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-12/22/97--01154--015
*****70.00 *****70.00

RE: MARK E. JAWAHIR, P.A.

Dear Clerk:

Enclosed please find the following for the corporation listed above:

1. Original Articles of Incorporation
2. filing fee check \$70.00

If you have any questions or need any additional information, please feel free to contact me.

Very Truly Yours,

JAMES, ZIMMERMAN, PAUL and HUDDLESTON, LLP

Harlan L. Paul
Harlan L. Paul

Signed for Mr. Paul in his absence
to prevent delay in mailing.

HLP/ps
enclosures

cc: Dr. Mark E. Jawahir

FILED
97 DEC 22 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 12/22/97

**ARTICLES OF INCORPORATION
OF
MARK E. JAWAHIR, P.A.**

FILED
97 DEC 22 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, who is duly licensed to practice anesthesiology in the State of Florida, desiring to form a professional corporation in accordance with the Florida Professional Service Corporation, and Limited Liability Company Act Code, adopts the following Articles of Incorporation:

I. NAME

The name of the professional Corporation is MARK E. JAWAHIR, P.A.

II. PURPOSE

The purpose for which the Corporation is organized is to practice the profession of anesthesiology.

III. ELECTION UNDER PROFESSIONAL CORPORATION ACT

The Corporation elects to be governed by the provisions of the Florida Professional Service Corporation Act.

IV. DURATION

The term of existence of the Corporation is perpetual.

V. CAPITAL STOCK

The number of shares the Corporation is authorized to issue is 500, all of which shall be common shares with a par value of \$10.00.

VI. STATED CAPITAL

The amount of capital with which the Corporation shall begin business is ONE THOUSAND and 00/100 DOLLARS, (\$1,000.00).

VII. REGISTERED OFFICE

The street address of the Corporation's initial registered office in the State is 1065 Torchwood Drive, DeLand, Florida. The initial registered agent at the registered office is Mark E. Jawahir.

I hereby am familiar with and accept the duties and responsibilities as registered agent for
MARK E. JAWAHIR


Signature of Registered Agent

VIII. PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is 1065 Torchwood Drive, DeLand, Florida, 32724.

IX. INCORPORATOR

The names and post office addresses of the incorporators are the following:

Mark E. Jawahir 1065 Torchwood Drive
DeLand, FL 32724

X. DIRECTORS

The initial Board of Directors shall consist of one member. The name and address of the Board of Directors is the following:

Mark E. Jawahir 1065 Torchwood Drive
DeLand, FL 32724

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on _____ (date).

Mark E. Jawahir
Mark E. Jawahir
Incorporator
FL License #: ME-0064562

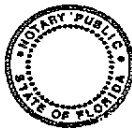
FILED
97 DEC 22 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF VOLUSIA

On Dec. 12, 1997, before me HELENE D. PILOF, the undersigned officer, personally appeared MARK E. JAWAHIR, known to me to be the person whose name is subscribed to this document, and acknowledged that he executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal this 12th day of December, 1997.

Notary Public Helene D. Pilof
My Commission expires: _____



HELENE D. PILOF
Notary Public, State of Florida
My Comm. Exp. Apr. 22, 1998
Comm. No. AA 756480