



THE UNITED STATES
CORPORATION
COMPANY

LIST

ACCOUNT NO. : 072100000032

REFERENCE : 682985 118517A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 122.50

ORDER DATE : January 27, 1998

ORDER TIME : 10:15 AM

ORDER NO. : 682985-005

CUSTOMER NO: 118517A

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CUSTOMER: Jeffrey M. Fuller, Esq
FULLER AND HOLSONBACK, P.A.

Suite 2650
100 N. Tampa Street
Tampa, FL 33602

DOMESTIC FILING

NAME: A HEALTHY WORKPLACE, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 AM 11:59

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98 JAN 27 AM 10:47
DIVISION OF CORPORATIONS

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EFFECTIVE DATE

01/21/98

ARTICLES OF INCORPORATION

OF

A HEALTHY WORKPLACE, P.A.

FILED
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98 JAN 27 AM 11:59

The undersigned, acting as the incorporator of A Healthy Workplace, P.A., under the Florida Business Corporation Act and the Professional Service Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

A Healthy Workplace, P.A.

ARTICLE II. CORPORATE PURPOSE

The corporation may engage in every aspect of the practice of medicine and shall not engage in any business other than the practice of medicine.

ARTICLE III. CORPORATE POWER

The corporation shall have all the powers granted to all corporations organized under the Florida Business Corporation Act and the Professional Service Corporation Act except that the corporation shall not have the power to engage in any business other than the rendition of the professional services for which it was incorporated as set forth in Article II. Notwithstanding the foregoing, the corporation may invest its funds in bonds, stocks, mortgages, real estate, and other types of investment, and the corporation may own any real and personal property that is necessary for the rendition of the professional services set forth in Article II.

ARTICLE IV. RENDITION OF PROFESSIONAL SERVICES

The corporation shall render the professional services described in Article II only through its agents, officers, directors, employees, and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice medicine or provide the medical services requested. The terms "agents," "officers," "employees," and "representatives" shall not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal business office and mailing address of the corporation is:

1014 N. Boulevard East
Leesberg, Florida 34748

ARTICLE VI. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$.10 per share.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 100 North Tampa Street, Suite 2650, Tampa, Florida 33602, and the name of the corporation's initial registered agent at the address is Jeffery M. Fuller.

ARTICLE VIII. LIMITATION ON ISSUANCE AND TRANSFER OF STOCK

The corporation may issue its capital stock only to individuals who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida and who are agents, officers, or employees of the corporation. In the event that a shareholder:

- (a) becomes legally disqualified to practice medicine in the state of Florida;
- (b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon the rendition of professional services as a physician;
- (c) sells, assigns, conveys, pledges, transfers, hypothecates, or otherwise disposes of, or attempts to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any shares of capital stock in the corporation to any person ineligible by law or by the Articles of Incorporation to be a shareholder in the corporation, or if the sale, pledge, transfer, assignment, conveyance, hypothecation, or other disposition of, or attempt to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any shares of capital stock in the

corporation is made in a manner prohibited by law, the Articles of Incorporation, or the Bylaws of the corporation; or

- (d) suffers an execution to be levied upon his or her capital stock, or the capital stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in the capital stock in some person other than the shareholder,

the capital stock of the shareholder immediately shall be deemed forfeited; the corporation immediately shall cancel the shares of capital stock owned of record by the shareholder; and the shareholder or other person in possession of the capital stock shall be entitled only to receive payments for the value of the capital stock which, in the absence of a bylaw provision, a provision in the Articles of Incorporation, a written agreement between the corporation and its shareholders, or a written agreement among its shareholders, shall be the book value as of the last day of the month preceding the month in which any of the events enumerated above occurs. The shareholder whose shares of capital stock become forfeited and are cancelled by the corporation shall immediately cease to be a shareholder, and except as to the shareholder's right to receive payment for the capital stock in accordance with the foregoing provision and the payment of any other sums then lawfully due and owing to the shareholder by the corporation, the shareholder shall terminate his or her employment with the corporation and shall have no further financial interest of any kind in the corporation.

ARTICLE IX. ALIENATION OF STOCK

No shareholder of the corporation may sell, assign, convey, transfer, or otherwise dispose of any of his or her shares of capital stock in the corporation except to another individual who is duly qualified to be a shareholder of the corporation.

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent with the Articles of Incorporation, restraining the alienation of shares of capital stock of the corporation and providing for the purchase or redemption by the corporation of its shares of capital stock.

ARTICLE X. INCORPORATORS

The name and street address of the incorporator is:

Jeffery M. Fuller
100 North Tampa Street, Suite 2650
Tampa, Florida 33602

ARTICLE XI. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the fifth business day preceding the date these Articles of Incorporation are filed with the Florida Department of State.

EXECUTION DATE: January 27, 1998

Jeffery M. Fuller
Jeffery M. Fuller
as incorporator

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A HEALTHY WORKPLACE, P.A.

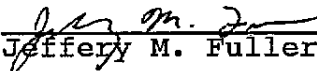
ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That A Healthy Workplace, P.A., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 100 North Tampa Street, Suite 2650, Tampa, Florida 33602, has named Jeffery M. Fuller as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for A Healthy Workplace, P.A. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

EXECUTION DATE: January 27, 1998


Jeffery M. Fuller

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