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ACCOUNT NO. : 072100000032

REFERENCE : 808468 12086A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 6, 1998

ORDER TIME : 11:13 AM

ORDER NO. : 808468-005

CUSTOMER NO: 12086A

CUSTOMER: Lana Summers, Legal Asst
CONLEY & CLEARY

2401 Manatee Avenue West

Bradenton, FL 34205

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-05/06/98-01080-003
****122.50 ****122.50

DOMESTIC FILING

NAME: GASTROENTEROLOGY ASSOCIATES OF
MANATEE, 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: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 2:41

RECEIVED
98 MAY -6 PM 5:09
DIVISION OF CORPORATIONS
5/6/98

ARTICLES OF INCORPORATION
OF
GASTROENTEROLOGY ASSOCIATES OF MANATEE, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 2:41

The undersigned, being natural persons licensed or otherwise legally authorized to practice medicine in the State of Florida and desiring to form a professional corporation pursuant to the Professional Service Corporation Act and pursuant to the laws of the State of Florida, do hereby certify as follows:

ARTICLE I - NAME

The name of the corporation is **Gastroenterology Associates of Manatee, P.A.**

ARTICLE II - NATURE OF BUSINESS

The professional corporation is organized for the sole and specific purpose of rendering the same services to the public which are rendered by the medical profession, with specialization in the fields of internal medicine and Gastroenterology, and the general nature of the business to be transacted by this professional corporation as follows:

- A. To engage in every phase and aspect of the profession of rendering the same professional services to the public that a gastroenterologist, specializing in the practice of internal medicine and Gastroenterology, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to perform such services.

- B. To invest the funds of this professional corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.
- C. To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the professional corporation, and in general, either along or in association with other corporations, firms or individual to carry on any lawful pursuit necessary to incidental to the accomplishment of the purposes of the attainments of the objects or furtherance of such purposes or objects of this professional corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this professional corporation. It is hereby expressly provided that the foregoing enumeration of special purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation which are otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock which this professional corporation shall be authorized to issue is Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE IV - CAPITALIZATION

The amount of capital with which the corporation shall commence is Five Hundred and No/100 Dollars (\$500.00) which said amount has been fully paid.

ARTICLE V - DURATION

This corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and mailing address of the professional corporation is 2010 59th Street W, Suite 2000, Bradenton, Florida 34209. The name and address of the initial registered office and agent of this corporation is LORI M. DORMAN, 2401 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the by-laws, but shall never be less than one (1).

ARTICLE VIII - INCORPORATORS

The names and addresses of the individuals signing these Articles of Incorporation are:

JOHN D. RODDENBERRY, M.D.
2010 59th Street W, Suite 2000
Bradenton, Florida 34209

MANUEL E. RODRIGUEZ, M.D.
2010 59th Street W, Suite 2000
Bradenton, Florida 34209

The officers of this corporation shall be a president, who shall be a director of the corporation, and such other officers and agents as may be necessary. All officers and agents as may be necessary shall be chosen in such manner, hold office for such terms

and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the board of directors. Any person may hold two or more offices.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by laws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of May, 1998.

[Signature]
John D. Roddenberry, M.D.

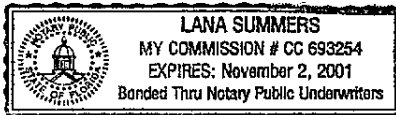
[Signature]
Manuel E. Rodriguez, M.D.

STATE OF FLORIDA)
)
COUNTY OF MANATEE)

The foregoing instrument was acknowledged before me this 4th day of MAY, 1998, by **John D. Roddenberry, M.D.**, who is personally known to me and who has produced FLA DR. LIC as identification and did/did not take an oath.

[Signature]
Notary Public
Name: LANA SUMMERS

My Commission Expires:

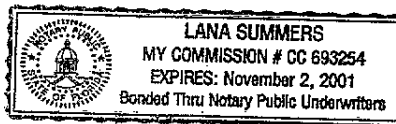


STATE OF FLORIDA)
)
COUNTY OF MANATEE)

The foregoing instrument was acknowledged before me this 4th day of MAY, 1998, by **Manuel E. Rodriguez, M.D.**, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

[Signature]
Notary Public
Name: LANA SUMMERS

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
AND NAMING AGENT FOR SERVICE OF PROCESS
WITHIN THIS STATE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 2:41

GASTROENTEROLOGY ASSOCIATES OF MANATEE, P.A.

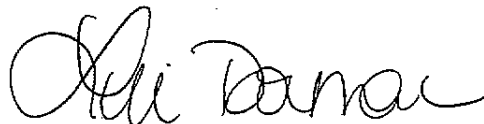
In accord with the Laws of the State of Florida and Section 48.091, Fla. Stat. Ann.,
the following is submitted:

Gastroenterology Associates of Manatee, P.A., organized under the laws of the
State of Florida with its principal office at 2010 59th Street West, Suite 2000, Bradenton,
located in the County of Manatee, Florida 34205, has named **LORI M. DORMAN**, 2401
Manatee Avenue West, Bradenton, County of Manatee, Florida 34205, as its agent to
accept service of process within said State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.

Date: May 5, 1998



LORI M. DORMAN