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DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZART, P.A.

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August 11, 1998

PERSONAL AND CONFIDENTIAL

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: Research Associates of Central Florida, Inc.

Gentlemen:

Please find enclosed the original and one copy of the **Articles of Incorporation** for the above corporation, which will begin its existence as of the date your office files these Articles. Also enclosed is **our firm check for \$122.50** to cover the \$35.00 filing fee, \$52.50 fee for the certified copy and the \$35.00 fee for the designation of registered agent.

Once the Articles have been filed, please return the certified copy to me at the above address. Thank you for your assistance.

Sincerely yours,



Susan C. Pierdominici, Legal
Assistant to Robert W. Mead, Jr.

/scp
Enclosures

cc: Paul L. Urban, M.D.
Carol A. Wright, C.P.A.

FILED
98 AUG 13 PM 2:23
TALLAHASSEE FLORIDA
AUG 17 1998

ARTICLES OF INCORPORATION
OF
RESEARCH ASSOCIATES OF CENTRAL FLORIDA, INC.

FILED
98 AUG 13 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporators of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby form a corporation for profit under the laws of the State of Florida and adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation will be **Research Associates of Central Florida, Inc.**

ARTICLE II - TERM OF EXISTENCE

This Corporation will exist perpetually, commencing on the date these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Corporation will be located at 2101 S.W. 20th Place, Ocala, Florida 34474.

ARTICLE IV - GENERAL PURPOSE

The general purpose for which this Corporation is organized will be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida will be 1431 S.W. First Street, Ocala, Florida 34478. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Paul L. Urban, M.D. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATORS

The names and street address of the incorporators of this Corporation are:

<u>Name</u>	<u>Street Address</u>
Paul L. Urban M.D.	1431 S.W. First Street Ocala, Florida 34478
Chandra Das, M.D.	2101 S.W. 20th Place Ocala, Florida 34474
Robert McGhee, D.O.	2101 S.W. 20th Place Ocala, Florida 34474
Joseph Alonzo, M.D.	2101 S.W. 20th Place Ocala, Florida 34474
David Sackin, M.D.	2101 S.W. 20th Place Ocala, Florida 34474
Rakesh Prashad, M.D.	1431 S.W. First Street Ocala, Florida 34478

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation will be six (6).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but will never be less than one (1).

C. The names and street addresses of the initial members of the Board of Directors, who will hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Paul L. Urban M.D.	1431 S.W. First Street Ocala, Florida 34478
Chandra Das, M.D.	2101 S.W. 20th Place Ocala, Florida 34474
Robert McGhee, D.O.	2101 S.W. 20th Place Ocala, Florida 34474
Joseph Alonzo, M.D.	2101 S.W. 20th Place Ocala, Florida 34474
David Sackin, M.D.	2101 S.W. 20th Place Ocala, Florida 34474
Rakesh Prashad, M.D.	1431 S.W. First Street Ocala, Florida 34478

ARTICLE IX - INDEMNIFICATION

This Corporation will indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at Ocala, Florida, this 30 day of July, 1998.

RESEARCH ASSOCIATES OF CENTRAL
FLORIDA, INC.

By: Paul L. Urban, M.D.
Paul L. Urban, M.D.

By: Chandra Das, M.D. 7/30/98
Chandra Das, M.D.

By: Robert McGhee, D.O. 7/30/98
Robert McGhee, D.O.

By: Joseph Alonzo, M.D. 7/30/98
Joseph Alonzo, M.D.

By: Rakesh Prasad, M.D. 8/7/98
Rakesh Prasad, M.D.

By: David Sackin, M.D. 7/20/98
David Sackin, M.D.

Having been named as registered agent for the above Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Paul L. Urban, M.D.
Paul L. Urban, M.D.

Date: July 30, 1998

FILED
98 AUG 13 PM 2:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA