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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Bayside Emergency Physicians PA

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ARTICLES ONLY

ALL CHARTER DOCS

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
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Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

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ARTICLES OF INCORPORATION
OF
BAYSIDE EMERGENCY PHYSICIANS, P.A.

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The undersigned, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is BAYSIDE EMERGENCY PHYSICIANS, P.A.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 1200 Seventh Avenue North, St. Petersburg, Florida 33705.

ARTICLE III

DURATION; EFFECTIVE DATE

This corporation shall have perpetual existence commencing as of September 1, 1998.

ARTICLE IV

PURPOSE

This corporation is organized for the following purposes:

1. To engage in every aspect of the practice of medicine and all of its fields of specialization.

2. To engage and render the professional service involved only through its officers, agents and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.

3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

4. To own real and personal property necessary for the rendering of professional services hereby authorized.

5. To engage in no other business other than rendering of the professional services herein specified.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock. Shares of the corporation's stock and certificates therefor shall be issued only to persons in good standing and duly licensed or otherwise legally

authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Joel D. Bronstein, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0505, Florida Statutes.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Teresa A. Bradley
1200 Seventh Avenue North
St. Petersburg, FL 33705

Richard Michael Smith
1200 Seventh Avenue North
St. Petersburg, FL 33705

Larry L. Simpson
1200 Seventh Avenue North
St. Petersburg, FL 33705

Francois Guimond
1200 Seventh Avenue North
St. Petersburg, FL 33705

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Joel D. Bronstein, 150 Second Avenue North, 11th Floor, St. Petersburg, Florida 33701.

ARTICLE IX

AMENDMENT

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

(b) In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized

by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes; but he shall have no other voting right.

ARTICLE X

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation who has been rendering the professional services described in Article IV to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article IX(b) dealing with "Amendments." Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of

this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE XI

RIGHTS OF SHAREHOLDER WHOSE INTEREST TERMINATES UNDER ARTICLE X

If any shareholder of this corporation is required to terminate his financial interest in this corporation because of the application of Article X, or the application of Chapter 621, Florida Statutes, and should these Articles not be amended as provided in Article IX(b), the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be

authorized as set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE XII

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any article or bylaw provision for an election shall be without prejudice to the contract rights, if of any executive officer under such contracts.

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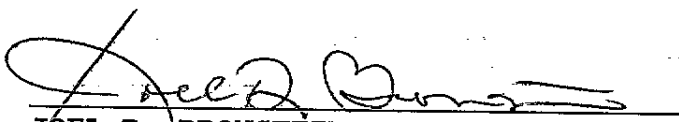
ARTICLE XIII

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 1st day of September, 1998.

130421


JOEL D. BRONSTEIN, INCORPORATOR
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