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CUSTOMER NO: 5017647

CUSTOMER: Connie Walsh, Legal Assistant  
BRYAN CAVE LLP  
BRYAN CAVE LLP  
211 N. Broadway, Suite 3600  
One Metropolitan Square  
St. Louis, MO 63102-2750

DOMESTIC FILING

NAME: UTI-MALKIN, 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: Christopher Smith

EXAMINER'S INITIALS:

*JP*  
1/26/99

FILED  
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99 JAN 26 PM 4:33

RECEIVED  
99 JAN 26 AM 9:53  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
UTI-MALKIN, P.A.**

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The undersigned, being an individual and a physician duly licensed in the State of Florida, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a professional corporation for profit, pursuant to the provisions of the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is UTI-Malkin, P.A.

SECOND: The street address of the principal office of the corporation is 1961 Floyd Street, Suite B, Sarasota, Florida 34239-2931.

THIRD: The number of shares that the corporation is authorized to issue is five hundred (500), all of which are of a par value of one dollar (\$1.00), each and are of the same class and are Common shares.

The stockholders shall have no preemptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock. The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice medicine in the State of Florida, and who are employees, officers or agents of this corporation.

In the event that a stockholder:

- (a) becomes disqualified to practice as a physician in this state, or
- (b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of professional services as a physician, or
- (c) ceases to be an employee, officer or agent of the corporation, or
- (d) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a stockholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these Articles, or the By-Laws of this corporation, or

(e) suffers an execution to be levied upon his stock, or such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder,

then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock which, in the absence of By-Law provisions or written agreement between the corporation and its stockholders, or written agreement among its stockholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The stockholder whose stock so becomes forfeited and is cancelled by the corporation shall forthwith cease to be an employee, officer, director or agent of the corporation, and expect to receive payment for this stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in this corporation.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 1961 Floyd Street, Suite B, Sarasota, Florida 34239-2931. The name of the initial registered agent of the corporation at the said registered office is Richard B. Malkin, M.D.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

Richard B. Malkin, M.D.  
1961 Floyd Street, Suite B  
Sarasota, Florida 34239-2931

SIXTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To engage in every phase and aspect of rendering to the public the same professional services that a physician, duly licensed under the laws of the State of Florida, is authorized to render and that such professional services shall be rendered only through its officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render the same.

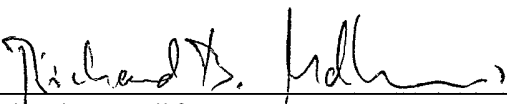
To invest the funds of the corporation in real estate, mortgages, stocks, bonds and any other type of investment, and to own real and personal property necessary for rendering professional services authorized hereby.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.


SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on January 21, 1999

  
Richard B. Malkin, M.D., Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By   
Richard B. Malkin, M.D., Registered Agent

Date: 1/21/99

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