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June 1, 1999

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****122.50 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

We enclose herein executed Articles of Incorporation in duplicate for purposes of securing approval of these Articles of Incorporation for the proposed corporation to be named JOSEPH NOAH, M.D., P.A. Also enclosed is an executed Resident Agent registration form naming Joseph Noah, M.D. as Resident Agent and my draft in the amount of $122.50 representing the following specific fees:

Filing fee	$ 35.00
Certified copy of Articles of Incorporation	52.50
Resident Agent registration fee	35.00
TOTAL	122.50

We have enclosed a copy of these Articles of Incorporation for certification purposes. Also enclosed is a self-addressed, stamped envelope for return of the certified document to the undersigned.

Sincerely yours,

James C. Clark

James C. Clark

FILED
99 JUN -3 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JCC/ez
Enclosures
cc: Joseph Noah, M.D.

6-8-99

ARTICLES OF INCORPORATION OF

JOSEPH NOAH, M.D., P.A.

99 JUN -3 PM 2:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator, who is licensed and otherwise legally authorized to practice medicine in the State of Florida, does hereby with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, adopt the following Articles of Incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is JOSEPH NOAH, M.D., P.A.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 706 The Rialto, City of Venice, County of Sarasota, State of Florida, 34285. The name of the initial registered agent of the corporation, located at that office, is JOSEPH NOAH, M.D.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV

PURPOSE

The purpose of the corporation is to practice the profession of medicine. The sole and exclusive professional service to be rendered by the corporation is the practice of medicine.

ARTICLE V

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is seven thousand five hundred (7,500) shares. These shares shall be of a single class of common stock, and shall have a value of One Dollar ($1.00) per share.

ARTICLE VI

CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of medicine is not less than Five Hundred Dollars ($500.00).

ARTICLE VII

CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional service corporations by the laws of the State of Florida.

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as incorporator is:

Name: Joseph Noah, M.D.
Address: 706 The Rialto
Venice, FL 34285

ARTICLE IX

DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one (1), and the name and address of the initial director is:

Name: Joseph Noah, M.D.
Address: 706 The Rialto
Venice, FL 34285

The initial director shall hold office until his successor is elected and qualified as provided in the By-Laws. The term of office of each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a by-law duly adopted by the shareholders.

ARTICLE X

STOCK TRANSFER RESTRICTIONS

Shares of stock in this corporation may be transferred only to:

(1) The corporation,

(2) One (1) or more other shareholders in the corporation, or

(3) A person who is licensed to practice medicine in the State of Florida.

Any sale to a person who is not already a shareholder in the corporation must be approved in advance by vote or written consent of the holders of not less than fifty per cent (50%) of the voting power of the corporation.

ARTICLE XI

BY-LAWS

The initial director shall submit the proposed By-Laws to the shareholders at a meeting held for that purpose not more than twenty (20) days following the issuance of the certificate of incorporation. Upon the adoption of the By-Laws by the affirmative vote of a majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the By-Laws.

ARTICLE XII

DISSOLUTION

The corporation may be dissolved at any time (1) by the unanimous written consent of the shareholders; or (2) on the affirmative vote of the shareholders of at least a majority of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporator of this corporation, has executed these Articles of Incorporation at Sarasota, Florida, on the 28 day of May, 1999.

JOSEPH NOAH, M.D.

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOSEPH NOAH, M.D., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28 day of May, 1999.

Mary Ann Namack
Notary Public
My Commission Expires:

MARY ANN NAMACK
NOTARY PUBLIC IN FLORIDA
FEB. 24, 1996 - FEB. 23, 2000
COMMISSION NO. CC517670
NOTARY ID NO. 396234

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
JOSEPH NOAH, M.D., P.A.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge that I am familiar with the obligations associated with the office of Registered Agent and I accept such appointment 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.

DATED: May 28, 1999.

JOSEPH NOAH, M.D.
Registered Agent for
JOSEPH NOAH, M.D., P.A.

FILED
99 JUN -3 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA