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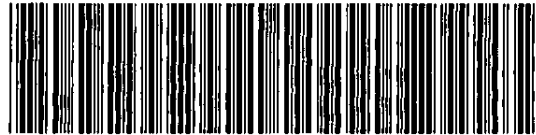
(Business Entity Name)

(Document Number)

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Buchanan Ingersoll & Rooney PC
Attorneys & Government Relations Professionals

James J. Kennedy, III
(813) 222-8185
james.kennedy@bipc.com

Sun Trust Financial Centre
401 E. Jackson Street, Suite 2500
Tampa, FL 33602-5236
T 813.222.8180
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March 4, 2010

VIA OVERNIGHT MAIL

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: FHSC Physician Group, Inc.

Dear Sir or Madam:

We have enclosed for filing the Articles of Incorporation for FHSC Physician Group, Inc., as well as a check in the amount of \$78.75, for the required filing fees (\$70.00) and one certified copy (\$8.75). Please forward the certified copy to me at the address above.

Thank you for your assistance in this matter. If you have any questions or need further information, please call me at (813) 222-8185.

Sincerely,



James J. Kennedy, III

JJK/kjh

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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DIVISION OF CORPORATION

March 9, 2010

BUCHANAN INGERSOLL & ROONEY PC
ATTN: JAMES J KENNEDY III
401 E JACKSON STREET STE 2500
TAMPA, FL 33602-5236

SUBJECT: FHSC PHYSICIAN GROUP, INC.
Ref. Number: W10000011901

We have received your document for FHSC PHYSICIAN GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 710A00005861

**ARTICLES OF INCORPORATION
OF
FHSC PHYSICIAN GROUP, INC.**

The undersigned, acting as incorporator pursuant to Chapter 617, Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida as follows:

**ARTICLE I
NAME**

The name of the corporation shall be FHSC Physician Group, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is One Tampa General Circle, Tampa, FL 33606-3571.

**ARTICLE III
PURPOSES AND POWERS**

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "Code"). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under section 501(c)(3), of the Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall be engaged to:

(a) Provide comprehensive physician services and other health care services to improve the health of the people in the community served by the Corporation; and

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(b) Establish, develop, sponsor, promote, and/or conduct educational programs, scientific research, medical facilities, management services, and other activities, all in promotion and support of the interests and purposes of the Corporation described in subparagraph (a) of this Article.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects.

ARTICLE IV MEMBERS

The Corporation will have one Member, who shall have the powers set forth in the Bylaws. The sole Member is:

Florida Health Sciences Center, Inc.
One Tampa General Circle
Tampa, FL 33606

ARTICLE V DIRECTORS

The Corporation shall have three (3) director(s) initially. The number of directors may be increased or decreased from time to time as specified in the Bylaws of the Corporation, provided that the Corporation shall always have at least three (3) directors. All members of the Board of Directors shall be approved by the Member. The name and address of each initial director of the Corporation who shall serve until his/her successor is duly elected and qualified or until his/her earlier resignation, removal from office or death are:

Ronald A. Hytoff
One Tampa General Circle
Tampa, FL 33606

Victor Bowers, M.D.
409 Bayshore Boulevard
Tampa, FL 33606

Deana Nelson
One Tampa General Circle
Tampa, FL 33606

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 401 East Jackson Street, Ste. 2500, Tampa, Florida 33602, and the name of its initial registered agent at such address is James J. Kennedy, III, Esq.

**ARTICLE VII
INCORPORATOR**

The name of the incorporator signing these articles of incorporation is James J. Kennedy, III, Esq. and his address is 401 East Jackson Street, Ste. 2500, Tampa, Florida 33602.

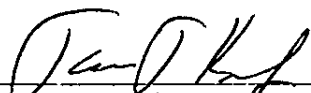
**ARTICLE VIII
AMENDMENT**

The power to adopt, alter, amend, or repeal any provisions of these Articles of Incorporation or the Corporation's bylaws shall be vested in the Member of the Corporation.

**ARTICLE IX
DISSOLUTION**

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of the Code, or shall be distributed to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

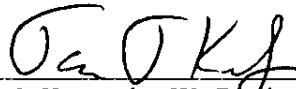
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 15th day of March, 2010.


James J. Kennedy, III, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 15th day of March, 2010.



James J. Kennedy, III, Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA