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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Foundation for Women's Health, Inc.
(Corporation Name) (Document #)
2. _____
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<input type="checkbox"/>	Domestication
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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
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
FOUNDATION FOR WOMEN'S HEALTH, INC.
a Florida Not For Profit Corporation**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be Foundation for Women's Health, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 775 1st Avenue N., Naples, Florida 34102.

ARTICLE III

PURPOSES

The Corporation is organized for charitable, scientific and educational purposes. More specifically, the Corporation is organized and shall be operated for any or all of the following purposes:

- (a) the carrying out of scientific research and research projects in the public interest in the fields of medical sciences and public health and related areas;
- (b) the supporting of medical education in medical schools through grants and scholarships;
- (c) the improving and developing of the capabilities of individuals and institutions studying, teaching and practicing medicine;
- (d) the delivery of health care to the public;
- (e) the engaging in the instruction of the general public in the area of medical science, public health, and hygiene and related instruction useful to the individual and beneficial to the community; and
- (f) other activities useful or appropriate to the accomplishment of the foregoing purposes.

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TALLAHASSEE, FLORIDA

The Corporation shall be authorized and empowered to contract with and employ physicians, surgeons and other personnel necessary or useful in the accomplishment of the foregoing purposes and shall be authorized and empowered to pay reasonable compensation for services rendered by such physicians, surgeons and other personnel and to make payments and distributions in furtherance of such purposes. No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person.

ARTICLE IV

ELECTION OF DIRECTORS

Except as otherwise provided in the Articles of Incorporation and in the Bylaws of the Corporation, the direction and management of the affairs of the Corporation and the control and disposition of its assets shall be vested in a board of directors (the "Board of Directors") composed of such number of persons (not less than three (3)) as may be fixed by the Bylaws of the Corporation. The authority of the Board of Directors shall be limited to the extent expressly set forth in these Articles of Incorporation and in the Bylaws of the Corporation. The number of Directors presently constituting the Board of Directors is four (4). The names and address of the persons who shall serve as the initial Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
David P. Buser, M.D.	775 1 st Avenue N., Naples, FL 34102
Thomas A. Beckett, M.D.	11181 Health Park Blvd., Suite 1170, Naples, FL 34110
Joseph Gauta, M.D.	860 111 Avenue N., #5, Naples, FL 34108
Chris Greengood, M.D.	803 Vanderbilt Beach Road, Naples, FL 34108

Each Director shall hold office for the terms for which such Director is elected, except that each of the initial Directors of the Corporation shall hold office for the terms specified in the Bylaws of the Corporation and until such Director's successor shall have been duly elected and qualified unless such Director is sooner removed in the manner provided in the Bylaws of the Corporation or resigns.

ARTICLE V

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal such Bylaws or to adopt new Bylaws shall be vested in the Board of Directors.

ARTICLE VI

DISSOLUTION

Pursuant to Section 617.1402 of the Florida Not for Profit Corporation Act, upon dissolution of the Corporation in accordance with the laws of the State of Florida and the Board of Directors, after paying or making provision for payment of all liabilities of the Corporation, and after returning, transferring, or conveying those assets of the Corporation that are held subject to conditions requiring such return, transfer, or conveyance, shall deliver the Corporation's then remaining assets to an organization (or organizations) exempt from federal income tax pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code") or corresponding provisions hereafter in effect, as an organization described in Section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, as the Board of Directors, in its sole discretion, shall determine.

ARTICLE VII

LIABILITY OF DIRECTORS

A Director of the Corporation shall not be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except that this Article VII does not eliminate or limit the liability of a Director of the Corporation to the extent the Director is found liable for a breach or failure to perform his or her duties as a Director of the Corporation as shall be defined by the Florida Not for Profit Corporation Act and to the extent that such breach or failure: (1) constitutes a violation of criminal law; (2) constitutes a transaction from which the Director derived an improper personal benefit either directly or indirectly; or (3) constitutes recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton willful disregard of human rights, safety or property. If the Florida Not for Profit Corporation Act or any other statute of the State of Florida hereafter is amended to authorize the further elimination or limitation of the liability of Directors of the Corporation, then the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the statutes of the State of Florida, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the limitation on the liability of a Director of the Corporation provided by the foregoing provision of this Article VII. Any repeal of or amendment to this Article VII shall be prospective only and shall not adversely affect any limitation on the liability of a Director of the Corporation existing at the time of such repeal or amendment.

ARTICLE VIII
INITIAL REGISTERED AGENT AND STREET ADDRESS

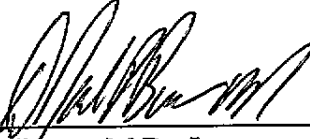
The name and Florida street address of the initial registered agent is:

Ted Travis
775 1st Avenue N.
Naples, Florida 34102

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator to this Articles of Incorporation is:

David P. Buser, M.D.
775 1st Avenue N.
Naples, Florida 34102



David P. Buser, M.D., Incorporator



Date

DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation a the place designated in this certificate, 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.


Ted Travis, Registered Agent

8/14/99
Date

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TALLAHASSEE, FLORIDA