



THE UNITED STATES  
CORPORATION  
COMPANY

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FILED

00 FEB 10 PM 3:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 585151 4360422

AUTHORIZATION : *Patricia Pajot*

COST LIMIT : \$ 70.00

ORDER DATE : February 11, 2000

ORDER TIME : 2:13 PM

ORDER NO. : 585151-005

CUSTOMER NO: 4360422

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CUSTOMER: Grace C. Daigel, Esq  
GREEN STEWART FARBER &  
GREEN STEWART FARBER &  
Suite 2010  
311 South Wacker Drive  
Chicago, IL 60606

DOMESTIC FILING

NAME: BRIAN A. SCHOFIELD, M.D.,  
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

*Pat 2/11/2000*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 FEB 11 PM 3:09

RECEIVED

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
BRIAN A. SCHOFIELD, M.D., P.A.

FILED  
00 FEB 11 PM 3: 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1  
NAME

The name of this professional corporation (hereinafter called the "**Corporation**") is Brian A. Schofield, M.D., P.A.

ARTICLE 2  
PURPOSES OF CORPORATION

The Corporation is organized to practice the services performed in and associated with the practice of medicine; and the purposes of the Corporation in connection with, and in furtherance of, the practice of such profession and the rendering of such professional services are as follows:

- (1) To engage in every phase and aspect of rendering the same professional services to the public that a doctor of medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through its shareholders, officers, employees and agents who are themselves duly licensed to render such professional services in accordance with the provisions of the State of Florida Professional Service Corporation and Limited Liability Company Act and the Business Corporation Act (the "**Acts**").
- (2) To conduct, engage in, and generally deal in and with such related and unrelated transactions and activities for profit as are authorized to professional service corporations by the provisions of the Acts.
- (3) To have, in furtherance of the purposes of the corporation all the powers conferred upon corporations organized under the provisions of the Acts and to have all powers conferred upon corporations under such Acts insofar as the exercise of such powers is not prohibited, restricted, or limited by, or is inconsistent with, the provisions of the Acts.

ARTICLE 3  
PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

**ARTICLE 4  
CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock which the Corporation has authority to issue is 500 shares of common stock, \$0.01 par value per share. The shares may not be issued by the Corporation without the unanimous approval of the shareholder except as otherwise provided by the rules of a national securities exchange, if applicable.

**ARTICLE 5  
REGISTERED AGENT AND OFFICE**

The name of the Corporation's initial registered agent and the registered office address of the Corporation's registered agent in the State of Florida is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

**ARTICLE 6  
PRINCIPAL PLACE OF BUSINESS**

The street and mailing address of the initial office of the Corporation is:

5741 Bee Ridge Road  
Suite 240  
Sarasota, FA 34233

**ARTICLE 7  
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is:

Keith R. Anderson, Esquire  
Green, Stewart, Farber & Anderson, P.C.  
311 South Wacker  
Suite 2010  
Chicago, IL 60606-6604

I, **THE UNDERSIGNED**, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record these Articles of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 10th day of February, 2000.

By: Keith R. Anderson  
Incorporator *MS*

Name: KEITH R. ANDERSON  
Keith R. Anderson *MS*

Having been named as registered agent and to accept service of process for the above stated corporation at 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 states 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.

Laura R. Dunlap  
Registered Agent

2/11/00  
Date

Laura R. Dunlap  
as its agent

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