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FILED
00 FEB 21 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 18, 2000

James M. Talley

Internet Address: JTALLEY@FISHERLAWFIRM.COM

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

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*****78.75 *****78.75

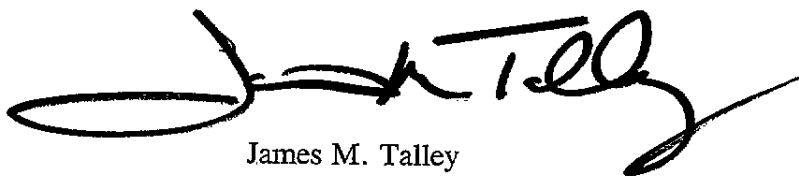
Re: Incorporation of "Underwood Medical Offices, Inc."

Dear Sir/Madam:

We would like to register a for profit corporation under the name of "*Underwood Medical Offices, Inc.*"

Enclosed please find an original and a copy of Articles of Incorporation of "*Underwood Medical Offices, Inc.*" together with this firm's check for \$78.75 for the filing/certification fees.

Sincerely,



James M. Talley

JMT/chm
Enclosures

B. BROWN FEB 24 2000

**ARTICLES OF INCORPORATION
OF
UNDERWOOD MEDICAL OFFICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be UNDERWOOD MEDICAL OFFICES, INC. and its initial postal address and its principal office for the conduct of business is: 77 West Underwood Street, Suite 400, Orlando, Florida 32806. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of business to be transacted by this corporation is

- (a) To engage in the business of providing offices and equipment to medical professionals and all services incidental and related thereto;
- (b) To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever or retain in any manner whatsoever money, stocks, bonds, realty or any other property in any manner not prohibited by law;
- (c) To carry on any and all business as manufacturers, producers, merchants (wholesale and retail), importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy and sell and otherwise deal in any materials, articles or things required in connection with or incidental to the manufacture,

production and dealing in such products;

(d) To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever and in any manner whatsoever;

(e) To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do and for the accomplishment of any of the purposes or the objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and every thing necessary, suitable, convenient, or proper or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any Act amendatory thereto, supplemental thereto or substituted therefor;

(f) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included;

ARTICLE III

The term for which this corporation shall exist shall be perpetual.

ARTICLE IV

The maximum number of shares of stock of this corporation which is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services at a just valuation to be fixed by the Directors at a meeting duly convened and held.

ARTICLE V

The names and addresses of the persons signing these Articles as incorporator are:

Paul Geary, Jr., M.D.
1304 Windsong Road
Orlando, Florida 32809

Alan D. Johnston, M.D.
5232 Oak Island
Belle Isle, Florida 32809

ARTICLE VI

The street address of the initial registered office of this corporation and the name of its registered agent at such address are as follows:

Registered Agent: Alan D. Johnston, M.D.

Registered Office: 77 West Underwood Street
Suite 400
Orlando, Florida 32806

ARTICLE VII

The business of the corporation shall be conducted, carried on and managed by and through a Board of Directors composed of two (2) or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law. The initial Board of Directors of this corporation shall consist of two (2) members.

The names and addresses of the initial directors of this corporation who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation or until a successor is elected and has been qualified are as follows:

Paul Geary, Jr., M.D.
1304 Windsong Road
Orlando, Florida 32809

Alan D. Johnston, M.D.
5232 Oak Island
Belle Isle, Florida 32809

ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any directors of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or other corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or other corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such

subsidiary or controlled company.

ARTICLE IX

These Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon shareholders are granted subject to this reservation.

WITNESS my hand and seal this 16th day of FEBRUARY, 2000.



PAUL GEARY, JR., M.D.




ALAN D. JOHNSTON, M.D.

STATE OF FLORIDA)
) S.S.
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared PAUL GEARY, R., M.D., the person described as incorporator to the foregoing Articles of Incorporation, who is personally known to me provided _____ as identification, and who executed the same and acknowledged before me that he/she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 16th day of February, 2000.



Print: JAMES M. TALLEY
NOTARY PUBLIC
State of Florida at Large
My Commission Expires: 4/8/01

(Notarial Seal)

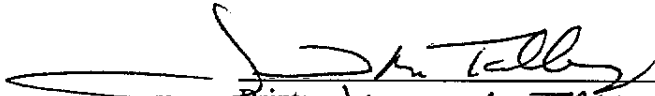
NOTARY PUBLIC - STATE OF FLORIDA
JAMES M. TALLEY
COMMISSION # CC636627
EXPIRES 4/8/2001
BONDED THRU ASA 1-888-NOTARY1

NOTARY PUBLIC - STATE OF FLORIDA
JAMES M. TALLEY
COMMISSION # CC636627
EXPIRES 4/8/2001
BONDED THRU ASA 1-888-NOTARY1

STATE OF FLORIDA)
) S.S.
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ALAN D. JOHNSTON, M.D, the person described as incorporator to the foregoing Articles of Incorporation, who is personally known to me/provided _____ as identification, and who executed the same and acknowledged before me that he/she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 16th day of February, 2000.


Print: JAMES M. TALLEY
NOTARY PUBLIC
State of Florida at Large
My Commission Expires: 4/8/01

(Notarial Seal)

NOTARY PUBLIC - STATE OF FLORIDA
JAMES M. TALLEY
COMMISSION # CC636627
EXPIRES 4/8/2001
BONDED THRU ASA 1-888-NOTARY1

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, OR DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted.

First, that PAUL GEARY, JR., M.D. and ALAN D. JOHNSTON, M.D., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Orlando, State of Florida, have named Alan D. Johnston, M.D., located at 77 West Underwood Street, Suite 400, Orlando, Florida 32806, as its agent to accept service of process within Florida.

CORPORATE OFFICER

SIGNED: 
ALAN D. JOHNSTON, M.D.

TITLE: Incorporator

DATE: Feb. 16, 2000

SIGNED: 
PAUL GEARY, JR., M.D.

TITLE: Incorporator

DATE: Feb. 16, 2000

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNED: 
ALAN D. JOHNSTON, M.D.
Registered Agent

DATE: Feb. 16, 2000

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TALLAHASSEE, FLORIDA