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WILLS, TRUSTS AND ESTATE PLANNING

April 26, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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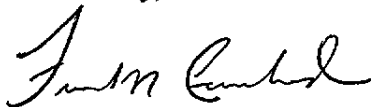
Re: Filing of Articles of Incorporation and Certificate Designating
Registered Office and Registered Agent for:
Palm Harbor Pediatric Urgent Care, P.A.

Enclosed is the original and one conformed copy of Articles of Incorporation with Certificate Designating the Registered Office and Registered Agent of Palm Harbor Pediatric Urgent Care, P.A., organizing under the Florida Professional Service Corporation Act and, as applicable, the Florida Business Corporation Act.

Also enclosed is a check made payable to the Florida Department of State in the amount of \$78.75 comprising payment of the following: (a) filing fee for articles of incorporation, (b) certified copy of articles of incorporation, and (c) the fee for designation of and acceptance by registered agent. Please file these Articles and the Designation Certificate of record, and return to us a certified copy of these articles and stamped Designation certificate to the undersigned at the above letterhead address.

Please contact the undersigned at (727) 789-8300 with any questions regarding this filing.
Thank you.

Sincerely,


Frank N. Crossland, Esq.

Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
PALM HARBOR PEDIATRIC URGENT CARE, P.A.

The undersigned, acting hereby as incorporator for the purpose of forming a Professional Corporation for profit in accordance with the provisions of Chapter 621, the Florida Professional Service Corporation Act, and Chapter 607, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

Article I. Name. The name of the corporation is:

PALM HARBOR PEDIATRIC URGENT CARE, P.A.

Article II. Duration. The duration of existence of the corporation is perpetual.

Article III. Purposes. The corporation is organized for the following purposes:

(a) To engage in any and all aspects of the practice of medicine, and any or all of its fields of specialization, and to render such professional services as are engaged in and rendered by duly licensed physicians, surgeons and doctors of medicine.

(b) To engage in and render the professional service involved only through those officers, agents and employees of the corporation who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of the corporation.

(c) To invest the corporation's funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

(d) To own real and personal property necessary for the rendition of the professional services hereby authorized.

(e) To engage in no other business other than the rendition of the professional service specified herein.

(f) To do everything that is necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not prohibited under the laws of the State of Florida.

Article IV. Capital Stock.

(a) The corporation is authorized to issue One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) a share, all of one class, and having the aggregate par value of One Thousand Dollars (\$1,000.00).

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

(c) Shares of the corporation's stock and certificates therefor shall only be issued or transferred to, and held by, persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

Article V. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 34041 U.S Highway 19 N., Suite C, Palm Harbor, Florida 34684. The name of the initial registered agent of the corporation at this office is Luis Maramara, M.D.

Article VI. Initial Board of Directors. The corporation shall have a board of directors which shall initially consist of one (1) individual. The number of directors may be increased or decreased from time to time by an amendment to, or in the manner provided in, the bylaws, provided that the number of directors shall not be less than one (1) individual at any time. The name and the address of the individual who shall serve as the initial director of the corporation are: Luis Maramara, M.D., 34041 U.S Highway 19 N., Suite C, Palm Harbor, Florida 34684.

Article VII. Incorporator. The name and the address of the incorporator are: Luis Maramara, M.D., 34041 U.S Highway 19 N., Suite C, Palm Harbor, Florida 34684.

Article VIII. Principal Office and Mailing Address. The initial principal office address and initial mailing address of the corporation is: 34041 U.S Highway 19 N., Suite C, Palm Harbor, Florida 34684, which is also the same address as the corporation's initial registered office.

Article IX. Amendment.

(a) The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

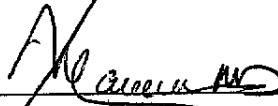
(b) In the event the ownership of shares in the corporation shall be in any person, trust, corporation, estate or partnership who or which is not qualified to own such shares under the provisions of Chapter 21, Florida Statutes, and there has been no voluntary transfer of stock, the board of directors and shareholders of the corporation shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized

by these Articles, so that the corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is any vacancy on the board of directors of the corporation at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining board of directors or the shareholders until this amendment is complete and effective, or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes; but he shall have no other voting right.

Article X. Severance and Termination of Employment. If any officer, director, shareholder, agent or employee of the corporation who has been rendering to the public the professional services described in Article III becomes disqualified by law to render such professional services within the State of Florida, or accepts employment that places restrictions or limitations upon such person's continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this corporation shall cease forthwith and such person shall not thereafter participate or share in the profit realized by the corporation on account of professional services; subject, however, to the provisions of Article IX(b) dealing with "Amendments." Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restrictions of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the board of directors of the corporation, and shall have no financial interest in this corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

Article XI. Rights of Shareholder Whose Interest Terminates Under Article X. If any shareholder of the corporation is required to terminate his or her financial interest in the corporation because of the application of Article X, or the application of Chapter 621, Florida Statutes, and should these Articles not be amended as provided in Article IX(b), the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in the corporation as may be owned by such shareholder and any other amounts that are lawfully due and owing to such shareholder by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the bylaws of the corporation or shareholders' agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 26 day of April, 2000.



Luis Maramara, M.D.
Incorporator

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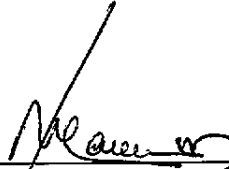
**Certificate Designating Registered Office and Registered Agent
for Service of Process Within the State of Florida**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes sections 48.091, 607.0501 and 607.0505, the following is hereby submitted:

That Palm Harbor Pediatric Urgent Care, P.A. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, located at 34041 U.S. Highway 19 N., Suite C, Palm Harbor, Florida 34684, hereby designates and appoints Luis Maramara, M.D., as its registered agent to accept service of process at the aforesaid address, which address is hereby designated as the corporation's registered address for service of process within the State of Florida.

Executed in the State of Florida, this the 26 day of April, 2000.

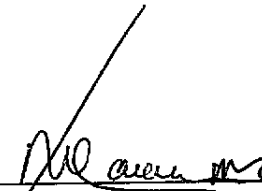


Luis Maramara, M.D.
Incorporator/Director

Acknowledgement and Acceptance

Having been designated as registered agent to accept service of process for the above named corporation, at the registered office of the corporation designated in the Articles of Incorporation and this Certificate, I hereby agree to act in this capacity, acknowledge that I am familiar with, and accept, the obligations of this position, and further agree to comply with the duties and obligations imposed by, and in accordance with, the laws of the State of Florida relative to the proper and complete performance of my duties in this capacity.

Executed in the State of Florida, this the 26 day of April, 2000.



Luis Maramara, M.D.
Registered Agent