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Law Office of
Teresa Byrd Morgan
a Professional Association

302 East Duval Street

Lake City, Florida 32055

May 2, 2000

Teresa Byrd Morgan
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Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/04/00--01057-012
****122.50 *****78.75

Re: Allergy, Sinus & Asthma Specialty Care, P.A.

Dear Sir or Madam:

Enclosed are original and one copy of Articles of Incorporation of Allergy, Sinus & Asthma Specialty Care, P.A., a Florida corporation. Please file the original Articles of Incorporation, certify the copy, and return it to us.

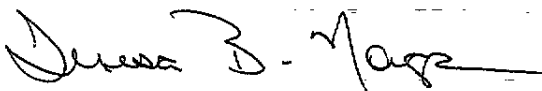
Also enclosed is my check in the amount of \$122.50, as payment for the following costs:

Filing fee	\$ 35.00
Fee for designation of registered agent	\$ 35.00
Fee for certified copy	\$ 52.50
Total	\$122.50

Since the registered agent for this corporation designated in the Articles of Incorporation has signed the same as an incorporator, we presume no separate certificate is required.

Thank you.

Very truly yours,



Teresa Byrd Morgan
For the Firm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -4 PM 1:21

FILED

TBM/ach
Enclosures

cc: Mr. William D. Sanders

T. Burch MAY 8 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ALLERGY, SINUS & ASTHMA SPECIALTY CARE, P.A.

The undersigned incorporator hereby forms and organizes a professional service corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **ALLERGY, SINUS & ASTHMA SPECIALTY CARE, P.A.**

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation is 6722 NW Telfair Glen, Lake City, Florida 32055, and the mailing address of the corporation is 6722 NW Telfair Glen, Lake City, Florida 32055.

ARTICLE III - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE IV - CAPITAL STOCK

The capital stock of the professional service corporation

shall be 1,000 shares of common stock, having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual licensed to practice as a physician's assistant in the State of Florida.

ARTICLE V - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is 6722 NW Telfair Glen, Lake City, Florida 32055. The registered agent of the corporation at such office is WILLIAM D. SANDERS. The registered agent, by signing these articles of incorporation, accepts appointment as such and certifies that he is familiar with and accepts the duties and responsibilities as registered agent for the corporation.

ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM D. SANDERS	6722 NW Telfair Glen Lake City, Florida 32055

ARTICLE VII - INCORPORATORS

The name and address of the incorporator who has executed these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM D. SANDERS	6722 NW Telfair Glen Lake City, Florida 32055

ARTICLE VIII- AMENDMENT

These Articles of Incorporation may be amended, from time to time, in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX - LIMITATIONS ON CORPORATE STOCK

The following limitations shall apply to the issuance, ownership, and sale or transfer of the stock of this corporation:

- (a) No one, other than a professional corporation or

an individual who is duly licensed as a physician's assistant under the laws of the State of Florida and legally authorized to render physician's assistant services to the public, may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any of all of his stock;

(b) If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of such professional services, he or she shall sever all employment with, and financial interest in, this corporation;

(c) No shareholder of this corporation may sell or transfer his stock in this corporation except to another individual, professional corporation, or professional limited liability company, who is eligible to be a shareholder of this corporation. Any such sale or

transfer may be made only after the same shall have been approved, at a shareholders' meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting;

(d) In the event there is now, or at any time in the future may be, more than one shareholder of this corporation before stock is issued to shareholders, each must have negotiated with the other shareholders of the corporation, a buy and sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation, is terminated for any reason. An executed copy of the buy and sell agreements, from time to time entered into between the shareholders and the shareholders and the corporation, shall be filed with the secretary of the corporation and made a part of the records of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed

these Articles of Incorporation this 28th day of April 2000.

William D. Sanders (SEAL)
WILLIAM D. SANDERS

STATE OF FLORIDA

COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 28th
day of April, 2000, by WILLIAM D. SANDERS, who is personally known
to me, or who has produced FDL S536-924-58-137-0 as
identification.

(NOTARIAL SEAL)

Sonja A. Meads
NOTARY PUBLIC-STATE OF FLORIDA
Sonja A. Meads
Typed/printed name of notary

My Commission Expires:

