



THE UNITED STATES
CORPORATION
COMPANY

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FILED
00 JUL 12 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 760712 7183640

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 12, 2000

ORDER TIME : 11:13 AM

ORDER NO. : 760712-005

CUSTOMER NO: 7183640

CUSTOMER: Daniel Hoffe, Esq
Mr. Daniel A. Hoffe

14718 Plumosa Drive

Jacksonville Be, FL 32250

EFFECTIVE DATE

07/11/00

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-07/12/00--01057--004

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

DOMESTIC FILING

NAME: SARAH E. HOFFE, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: R 7/12/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL 12 PM 12:07

RECEIVED

ARTICLES OF INCORPORATION
OF
SARAH E. HOFFE, P.A.

FILED
00 JUL 12 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby presents these Articles for the formation of a Corporation under the Professional Services Corporation Act, and other laws of the state of Florida:

ARTICLE I

EFFECTIVE DATE
07/11/00

The name of this Corporation is SARAH E. HOFFE, P.A.

ARTICLE II

The general nature of the business to be transacted by this Professional Service Corporation is:

- (a) To engage in every phase and aspect of the business of rendering professional services to the public that a medical doctor is authorized to render under the laws of the State of Florida. However, no professional services shall be rendered by this Corporation except through its officers, employees, and agents, who are duly licensed or otherwise legally authorized to render such professional services within this state.
- (b) To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and the benefit of the Corporation, and; in general, either alone or in association with other corporations, firms, partnerships, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objects of this Corporation.

- (d) The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.
- (e) The general nature of the business to be transacted by this Professional Service Corporation as described in this Article is intended to comply with Florida Statutes Section 621.08.

ARTICLE III

This Corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1224 of the Internal Revenue Code, and the Stockholders may, by appropriate unanimous vote of the Stockholders, elect to be taxed as provided under Section 1372 of the Internal Revenue Code of 1954, as amended. None of the shares of this Corporation may be issued to any person other than an individual authorized to own such shares under the laws of the State of Florida in compliance with Florida Statutes Section 621.09

ARTICLE IV

This Corporation shall have perpetual existence, and the existence shall commence on July 11, 2000, pursuant to Florida Statutes Section 607.167

ARTICLE V

The initial street address of the principal office of this corporation is 14718 Plumosa Drive, Jacksonville, Florida 32250. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

The name and address of the person signing these Articles of Incorporation is:

Sarah E. Hoffe
14718 Plumosa Drive
Jacksonville, Florida 32250

ARTICLE VII

The initial street address of the initial registered office of this Corporation is 14718 Plumosa Drive, Jacksonville, Florida 32250, and the name of the initial registered agent of this Corporation at that address is Sarah E. Hoffe. —

ARTICLE VIII

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE IX

The name and address of the initial Director of this Board is:

Sarah E. Hoffe
14718 Plumosa Drive
Jacksonville, Florida 32250

ARTICLE X

No stockholder of this Corporation may sell or transfer her shares of stock of this Corporation, except to another individual who is eligible to be a Stockholder of this Corporation pursuant to Florida Statutes Section 621.11 and the stock certificates carry a legend so providing.

ARTICLE XI

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives herein above stated, this Corporation shall have all and singular the following powers:

- (a) To enter into, or become a partner in, any arrangement for profit-sharing, union of

interest, or cooperation, joint venture, or otherwise, with any person, firm, partnership or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

- (b) To purchase and acquire any or all of its shares owned and held by any such Stockholder as should desire to sell, transfer, or otherwise dispose of shares, in accordance with any corporate stock purchase agreement, as may be executed, between the Corporation and all of the Stockholders of this Corporation; provided, however, the capital of this Corporation is not impaired.
- (c) To enter into, for the benefit of its qualified employees, as defined in any such plans, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; (6) a medical reimbursement plan; (7) other retirement or incentive compensation plan.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to be voted thereon unless all Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made; however, in no event may any amendment provide that the Corporation may enter into any stock repurchase plan or issue any of its new shares without first acquiring the unanimous consent of all of the Stockholders. All rights of Stockholders are subject to these reservations.

ARTICLE XIII

Unless otherwise prohibited by the laws of the State of Florida, any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, signed by all the directors is filed in the minutes of the proceedings of such board of directors. Such consent shall have the same effect as a unanimous vote.

ARTICLE XIV

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested directors, or otherwise, both as to such person's action in such person's official capacity while holding such office, and shall continue as to a person who has ceased to be an officer or director, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

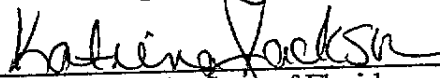
IN WITNESS WHEREOF, we the subscribers have executed these Articles of
Incorporation this 11 day of July, 2000.


Sarah E. Hoffe - Subscriber

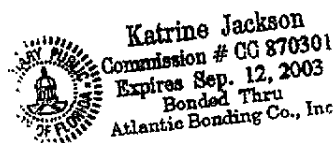
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared SARAH E. HOFFE, personally known to me to be the individual described in and who executed the foregoing instrument, or who produced FLDC as identification and who (did/did not) take an oath, and who acknowledged the execution thereof to be their own free act and deed.

WITNESS my hand and seal this 11 day of July, 2000.


Notary Public, State of Florida

My Commission Expires:



FILED

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

00 JUL 12 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


WITNESSETH

That SARAH E. HOFFE, P.A., desiring to organize under the laws of the State of Florida, which will have its principal office in Jacksonville, Florida has named Sarah E. Hoffe as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named by the SARAH E. HOFFE, P.A., to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 11 day of July, 2000.


SARAH E. HOFFE
Registered Agent