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**ALSO ADMITTED IN ALABAMA AND WYOMING

August 16, 2000

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*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: John M. Warner, M.D., P.A.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation to be filed, along with check number 0502 in the amount of \$70.00 as the filing fee.

After filing, please forward a stamped copy to my office at the above address. I am

Very truly yours,

James W. Grimsley (s)

James W. Grimsley

JWG/ah

Enclosures as stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*This document prepared by
James W. Grimsley, Esquire
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25 Walter Martin Road
Fort Walton Beach, Florida 32548*

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JOHN M. WARNER, M.D., P.A.

The undersigned subscribed to these Articles of Incorporation, are natural persons competent to contract and legally authorized to practice the profession of Medicine in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Services Corporation Act, and hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is **John M. Warner, M.D., P.A.**

ARTICLE II - PURPOSE

This purpose of this corporation and the nature of its business are as follows:

1. To engage in the practice of Medicine as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.
3. The services of this corporation which consist of the practice of medicine shall be carried out only through officers, employees and agents who are licensed in Florida to render the service of the practice of medicine.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the Rules promulgated by the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 500 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice medicine in the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - ADDRESS AND AGENT

The street address of the initial principal office of this corporation is **1220 Twin Bay Drive, Fort Walton Beach, Florida 32547** and the name and address of the initial registered agent of this corporation is **James W. Grimsley, 25 Walter Martin Road, NE, Fort Walton Beach, Florida 32548**. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI - DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice medicine in the State of Florida. The Director shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME	ADDRESS
John M. Warner, M.D.	1220 Twin Bay Drive Ft. Walton Beach, Florida 32547

ARTICLE VII- SUBSCRIBERS/SHARES

The name and address of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice medicine are as follows:

NAME	SHARES	ADDRESS
John M. Warner, M.D.	250	1220 Twin Bay Drive Ft. Walton Beach, FL 32547

ARTICLE VIII - RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law and subject to the terms contained in the By-Laws of said Corporation.

ARTICLE IX - DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon

his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interest in the Corporation.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

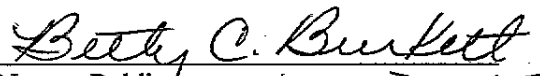
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 8th day of August, 2000.

 (Seal)
JOHN M. WARNER, M.D.

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **JOHN M. WARNER, M.D.**, who is personally known to me or has produced _____ as identification, and who did/did not take an oath, and known by me to be the person who executed the foregoing Articles of Incorporation and said person acknowledged before me that he executed those Articles of Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 8th day of August 2000.


Notary Public
Typed Name BETTY C. BURKETT
Commission No. _____
My Commission Expires: _____



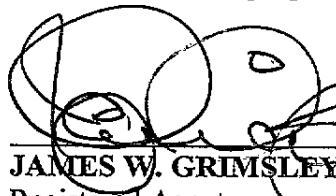
ACKNOWLEDGMENT OF REGISTERED AGENT

Certificate Designating Place of Business or Domicile for the Service of Process Within this State,
Naming Agent upon Whom Process May be Served:

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said
Act:

FIRST: That **JOHN M. WARNER, M.D., P.A.**, a corporation duly organized and existing under
the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation
at Fort Walton Beach, Florida, has named **James W. Grimsley, 25 Walter Martin Road, NE Fort
Walton Beach, Florida 32548**, as its agent to accept service of process for the above-named
corporation at the place designated in this Certificate.

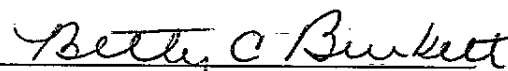
SECOND: Having been named to accept service of process for the above-named
corporation at the place designated in this Certificate, I hereby agree to act in this capacity and I
further agree to comply with the provisions of all statutes relative to the proper performance of my
duties.


JAMES W. GRIMSLEY
Registered Agent

FILED
00 AUG 18 PM 4:49
TALLAHASSEE FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and subscribed before me by **JAMES W. GRIMSLEY**, who is personally
known to me, and who did take an oath, this 9th day of August, 2000.


Notary Public
Commission No.
My Commission Expires:

