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September 11, 2000

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
00 SEP 14 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Stephen deH. Schwarz, P.A.

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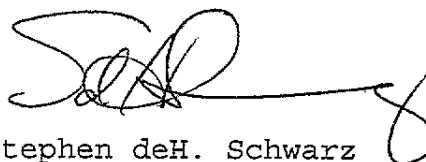
Gentlemen:

Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-captioned corporation. Enclosed also is our check in the amount of \$78.75 to cover the filing fees and a certified copy of the enclosed Articles.

If you find the foregoing to be in order, we would appreciate your returning the certified copy of the Articles to us at your earliest convenience.

Very truly yours,

SCHWARZ, KAHLE & KELLER, P.A.



By: Stephen deH. Schwarz

Enclosures

9-15
69C

ARTICLES OF INCORPORATION

OF

STEPHEN deH. SCHWARZ, P.A.

FILED
00 SEP 14 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Stephen deH. Schwarz, the undersigned, who is licensed to practice law in the State of Florida, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: Stephen deH. Schwarz, P.A..

ARTICLE II - PURPOSE

The purposes for which this corporation is formed are:

A. To engage in the practice of law as a professional corporation and to carry on the services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of the corporation.

C. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The rendering of legal services by this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE III - CAPITAL STOCK

A. The total number of shares of capital stock which the corporation shall be authorized to issue is 10,000 shares. Such shares shall be of a single class of common stock and shall have a par value of \$.50 per share.

B. Each shareholder must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

C. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IV - DURATION

This corporation shall have perpetual existence commencing or until it is dissolved on the vote of the shareholders as provided in these articles.

ARTICLE V - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 21229 Olean Blvd, Suite B, Port Charlotte, Fl 33952, and the name of the initial registered agent of this corporation at that address is Stephen deH. Schwarz.

ARTICLE VI - BOARD OF DIRECTORS

There shall be a board of directors for this corporation which shall consist of one (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation.

ARTICLE VII - INITIAL DIRECTOR

The name and address of the initial director of this corporation is:

Stephen deH. Schwarz
21229 Olean Blvd
Port Charlotte, Fl 33952

ARTICLE VIII - INCORPORATOR

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

Stephen deH. Schwarz
21229 Olean Blvd
Port Charlotte, Fl 33952

ARTICLE IX - TRANSACTION WITH CORPORATIONS

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation or are directors or officers of any other corporation. Any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is interested shall be disclosed or shall have been known to the board of directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm or who is interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any such contract or transaction, with like force and effect, as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the board of directors of this corporation only.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII- DISSOLUTION

The corporation may be dissolved at any time (1) unanimous written consent of the shareholders or (2) on the affirmative vote of holders of at least 2/3 of the outstanding shares of the corporation entitled to vote.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes herein stated at Port Charlotte, Florida, on the 11 day of September 2000.

Signed and sealed
in our presence:

Paula Ann Pender
Carol Bartlett

Stephen deH. Schwarz
Stephen deH. Schwarz

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a notary republic authorized to take acknowledgments in the State and County set forth above, personally appeared, Stephen deH. Schwarz, who is personally known by me, and who did take an oath, and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 11th day of Sept - 2000.

Paula Ann Pender
Notary Public



Paula Ann Pender
MY COMMISSION # CC844696 EXPIRES
August 27, 2003
BONDED THRU TROY PAUL INSURANCE, INC.

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

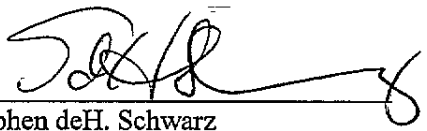
* * * * *

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

First - - That, Stephen deH. Schwarz, P.A., desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation at Port Charlotte, County of
Charlotte, State of Florida, has named Stephen deH. Schwarz, located at P.O. Box 21229, Port Charlotte,
County of Charlotte, State of Florida, as it agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision
of said Act relative to keeping open said office.

By: 
Stephen deH. Schwarz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA