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Via Federal Express:

(850) 414-5500

October 12, 2000

Secretary of State
Division of Corporations
The Capitol, PL-2
Tallahassee, Florida 32399-0250

800003424198-6
-10/13/2000-01046-002
*****78.75 *****78.75

Re: Articles of Incorporation for Doctors on Call, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for Doctors on Call, Inc. Also enclosed is Cheffy & Passidomo's check in the amount of \$78.75 to cover the filing fee, and the cost of a certified copy of the Articles.

Please file the Articles and return a certified copy for our records. Thank you for your attention and consideration.

Very truly yours,



Lisa H. Barnett
For the Firm

LHB/skg

Enclosure

cc: Ms. Minda Donovan (via facsimile without enclosure)

F:\WPDOCS\RE\DoctorsOnCall\SecofState.ltr

FILED
00 OCT 13 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gk 10/13

**ARTICLES OF INCORPORATION
OF
DOCTORS ON CALL, INC.,
A Florida corporation**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Doctors on Call, Inc., a Florida corporation.

ARTICLE II

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE III

The street address of the initial registered office of the Corporation is 821 Fifth Avenue South, Suite 201, Naples, Florida 34102, and the name of its initial Registered Agent at such address is John M. Passidomo. The principal office of the Corporation is located at 104 Mahogany Drive, Naples, Florida 34108.

ARTICLE IV

The Corporation shall have at least one (1) Director. The initial Board of Directors of the Corporation shall be comprised of one (1) Director whose name and address is:

Minda Donovan
104 Mahogany Drive
Naples, Florida 34108

ARTICLE V

The name and address of the incorporator is:

Minda Donovan
104 Mahogany Drive
Naples, Florida 34108

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TALLAHASSEE, FLORIDA

ARTICLE VI

The purpose of the Corporation shall be all lawful purposes.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 12 day of ~~August~~ ^{October}, 2000.

INCORPORATOR:

Minda Donovan
Minda Donovan

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That Doctors on Call, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 104 Mahogany Drive, Naples, Florida 34108, and has named John M. Passidomo, 821 Fifth Avenue South, Suite 201, Naples, Florida 34102 as its agent to accept service of process within Florida.

Doctors on Call, Inc.
a Florida corporation

Date: ~~August~~ ^{October} 12, 2000

By: Minda Donovan
Minda Donovan, Incorporator

Having been named to accept service of process for the above-stated 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 and complete performance of my duties.

Date: ~~August~~ ^{October} 12, 2000

By: John M. Passidomo
John M. Passidomo