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 LEGAL ASSISTANTS

November 16, 2000

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

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

Re: Eladio M. Lao, M.D., P.A.

Gentlemen:

Enclosed is the signed original and one signed copy of the Articles of Incorporation for the above named corporation. Both have been subscribed and acknowledged before a notary public. I am enclosing my check in the amount of \$78.75 representing a \$35.00 filing fee, a \$8.75 certified copy fee and \$35.00 for a registered agent designation. If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return same to me.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,


 James F. McCollum

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

00 DEC 22 AM 11:59

FILED

JFM/rm
 enclosures

cc: Client

SeB
12/22

ARTICLES OF INCORPORATION

OF

ELADIO M. LAO, M.D., P.A.

FILED

00 DEC 22 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article 1. Name. The name of the Corporation is: ELADIO M. LAO, M.D., P.A.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The purpose for which the Corporation is organized is to engage in perform and provide any type of personal service rendered by physician, surgeons and Doctors of medicine under Chapter 621 Florida Statute. No other purpose limits this general purpose in any way, and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 8,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The principal address as well as the street address of the initial Registered Office of the Corporation is 129 South Commerce Avenue, Sebring, Florida 33870, and the name of its initial Registered Agent at that address is James F. McCollum, P. A.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

NAME OF DIRECTOR	ADDRESS
Eladio M. Lao, M.D.	4220 Lake Haven Boulevard Sebring, Florida 33872

Article 7. Incorporators. The name and address of each Incorporator is as follows:

NAME OF INCORPORATOR	ADDRESS
Eladio M. Lao, M.D.	4220 Lake Haven Boulevard Sebring, Florida 33872

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Acceptance By Registered Agent. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Eladio M. Lao, M.D.
Eladio M. Lao, M.D., Incorporator

State of Florida
County of Highlands

Sworn to and subscribed before me this 9th day of November, 2000, by Eladio M. Lao, M.D., [x]who is personally known to me or []who has produced _____ as identification.

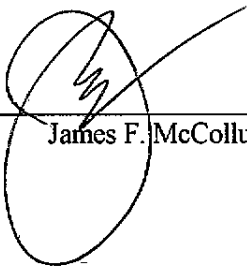
(affix notarial seal)  Barbara A Black
My Commission CC895674
Expires January 30 2004

Barbara A. Black
Signature of Notary Public - State of _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ELADIO M. LAO, M.D., P.A. , which is contained in the foregoing Articles of Incorporation.

Dated this 9th day of November, 2000.


James F. McCollum, Registered Agent

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00 DEC 22 PM 12: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA