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December 21, 2000

Florida Division of Corporations
Attention: Corporate Filing Department
409 East Gaines Street
Tallahassee, FL 32399

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

RE: ERNEST C. REHNKE, M.D., F.A.C.S., P.A.
ARTICLES OF INCORPORATION

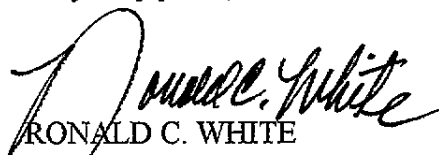
Dear Sirs:

Please find enclosed an original and one copy of the Articles of Organization of ERNEST C. REHNKE, M.D., F.A.C.S., P.A. for **immediate filing**.

In addition, I have enclosed a check payable to the Secretary of State in the amount of \$70.00 for the filing fee.

Thank you for your assistance with this matter.

Very truly yours,


RONALD C. WHITE

FILED
00 DEC 26 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RCW/sc
Enclosures

M:\CLIENTS\REHNKE\Ltr. Articles 12-2000.wpd

T. Burch JAN 5 2001

**ARTICLES OF INCORPORATION
OF**

ERNEST C. REHNKE, M.D., F.A.C.S., P.A.

FILED
00 DEC 26 AM 10:47
SECRETARY OF STATE
- TALLAHASSEE, FLORIDA

The undersigned, incorporator to these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby associates himself to form a professional service corporation under the Laws of the State of Florida.

ARTICLE I

Corporate Name

The name of the professional service corporation shall be:

ERNEST C. REHNKE, M.D., F.A.C.S., P.A.

ARTICLE II

Term of Existence

The duration of the professional service corporation is perpetual.

ARTICLE III

Commencement of Existence

The corporation shall come into existence on the date the State of Florida, Division of Corporations, receives and files these Articles.

ARTICLE IV

Purpose of Business

This corporation is organized for the following purposes:

a. To provide services as a medical physician including general, vascular, facial and cosmetic surgery as a professional corporation and to carry on services incident thereto. The rendering of services as a licensed medical physician 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 this corporation.

c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been duly authorized and is licensed to practice medicine in the State of Florida.

ARTICLE V

Capital Stock

The aggregate number of shares which the corporation is authorized to issue is **1,000 shares** of one class of Common Stock with **\$1.00 par value**.

ARTICLE VI

Address

The street address of the initial principal office of the corporation is **1615 Pasadena Avenue South, Suite 460, St. Petersburg, Florida 33707**.

ARTICLE VII

Initial Board of Directors

The corporation shall have one (1) director initially whose name and address is:

Name

Address

Ernest C. Rehnke, M.D.

1615 Pasadena Avenue South
Suite 460
St. Petersburg, Florida 33707

The number of directors may be increased or diminished from time to time in accordance with the provisions of the corporation's By-Laws, but shall never be less than one (1).

ARTICLE VIII

Principal Address of Doing Business

The principal address of doing business is:

**1615 Pasadena Avenue South, Suite 460
St. Petersburg, Florida 33707**

ARTICLE IX

Pre-emptive Rights

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive the right to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell whether or not exchangeable for any stock of the corporation of any class or classes and whether or not unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof, or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached any warrant or warrants or other instrument or instruments conferring on the holder the right to

subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE X

Shareholders' Insurance Against Professional Liability

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a shareholder, officer, employee, or agent of another corporation, partnership, joint venture, trust, individual, or other enterprise against any liability asserted against this corporation, its shareholder or shareholders, such liability being asserted under the provisions of these Article, or under law.

ARTICLE XI

Limitations on Issuance and Transfer of Capital Stock

1. The professional service corporation may issue capital stock only to an individual who is duly licensed or otherwise legally authorized to render professional services as a licensed physician.
2. No shareholder of the professional service corporation may sell, or otherwise transfer his or her shares except to another individual who is eligible to be a shareholder of the corporation.
3. No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make

satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his or her shares as he or she determines and not otherwise in violation of any law or Florida Statutes.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his or her death, on the terms set forth above and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: **"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION AND THE LAWS OF THE STATE OF FLORIDA. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."**

4. No shareholder of the professional service corporation may enter into a voting trust agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock.

ARTICLE XII

Dissolution

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least fifty (50) percent of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the direct proportion to the number of

shares held by him or her.

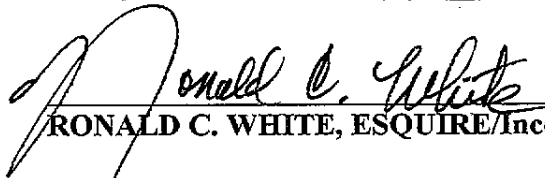
ARTICLE XIII

Amendment

These ARTICLES OF INCORPORATION may be amended at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least fifty (50) percent of the outstanding shares of the corporation entitled to vote thereon.

EXECUTED by the undersigned at St. Petersburg, Pinellas County, Florida, this

22nd day of December, 2000.



RONALD C. WHITE, ESQUIRE/Incorporator

CERTIFICATE/DESIGNATING REGISTERED AGENT

Pursuant to the provisions of Sections 48.091 and 607.0501, Florida Statutes,

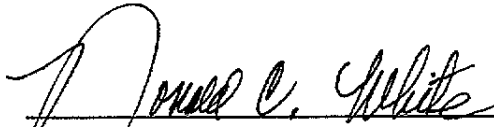
ERNEST C. REHNKE, M.D., F.A.C.S., P.A.

desiring to organize under the laws of the State of Florida, hereby designates **RONALD C. WHITE, ESQUIRE**, an individual resident of the State of Florida, as its registered agent for the purposes of accepting service of process within such State and designated **5348 First Avenue North, St. Petersburg, Florida 33710**, the business address of its registered agent, as its registered office.


RONALD C. WHITE, ESQUIRE/Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as registered agent of the above-named corporation and agree to act as such in accordance with the provisions of Sections 48.091 and 607.0501, Florida Statutes.



RONALD C. WHITE, ESQUIRE
Registered Agent

FILED
00 DEC 26 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA