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Kathleen Wheeler

FLORIDA PROFIT CORPORATION OR P.A.

William K. Kohler, M.D., P.A.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
WILLIAM C. KOHLER, M.D., P.A.

The undersigned, acting as incorporator of William C. Kohler, M.D., P.A. under the Florida Statutes Chapter 621, and the applicable provisions of the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: William C. Kohler, M.D., P.A.

ARTICLE II. ADDRESS

The mailing address of the professional service corporation is:

1001 Tournament Drive
Spring Hill, Florida 34608

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the professional service corporation will commence upon filing these articles of incorporation.

ARTICLE IV. PURPOSE

The professional service corporation is organized to engage in to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of medicine and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State and any activity or business permitted under the laws of the United States and Florida in connection therewith.

The professional service corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the professional service corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share. Shares of the professional service corporation's

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stock and certificates therefor shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this professional service corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of the professional service corporation is 701 Brickell Avenue, Miami, Florida 33131, and the name of the professional service corporation's current registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The professional service corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
William C. Kohler, M.D.	1001 Tournament Drive Spring Hill, Florida 34608

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
William C. Kohler, M.D.	1001 Tournament Drive Spring Hill, Florida 34608

The incorporator of the professional service corporation assigns to this professional service corporation his rights under Section 607.0201, Florida Statutes, to constitute a professional service corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this professional service corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

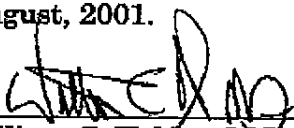
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

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ARTICLE X. AMENDMENTS

The professional service corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a professional service corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 22 day of August, 2001.



William C. Kohler, M.D., Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That William C. Kohler, M.D., P.A., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Miami, Florida 33131 named Intrastate Registered Agent Corporation its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the professional service corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 7th day of September, 2001.

**INTRASTATE REGISTERED AGENT
CORPORATION**

By: Christ E. Bouch

Its: Vice President

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