



ATTORNEYS AT LAW
THE ANDERSEN FIRM
A PROFESSIONAL CORPORATION

PO100009440

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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501 WHITEHEAD STREET
KEY WEST, FL 33040-6585
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REPLY TO: KEY WEST OFFICE

September 24, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Key West Medical Group, PA.

000004612070--5
-09/26/01--01053--001
****137.50 *****87.50

Dear Sir or Madam:

EFFECTIVE DATE

09/24/01

Please find enclosed two (2) duplicate original Articles of Incorporation for the above referenced corporation, an Application for Registration of Fictitious Name and a check in the amount of \$137.50, representing the following:

Filing fee	35.00
Designation of Registered Agent	35.00
Certificate of Status	8.75
Certified Copy	8.75
Fictitious Name Application	<u>50.00</u>

Total.....\$137.50

Please file one set of originals and return one certified copy along with the certificate of status to the undersigned in the enclosed stamped and self-addressed envelope.

Sincerely,

THE ANDERSEN FIRM
A PROFESSIONAL CORPORATION


Kenneth Biskner

Enclosures

PS/now 7 hrs
9/28/01

**ARTICLES OF INCORPORATION
OF
KEY WEST MEDICAL GROUP, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a professional service corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Key West Medical Group, P.A.

ARTICLE II - PURPOSE

This corporation is organized to provide professional medical and medical related services to the public by physicians duly licensed or otherwise legally authorized within the state of Florida to render such services.

ARTICLE III - PRINCIPAL OFFICE

The street and mailing address of the initial principle place of business of this corporation shall be:

1111 12th Street
Suite 210
Key West, FL 33040

ARTICLE IV - CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is One Thousand (1,000), par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation, and the name of the registered agent at that office, are as follows:

The Andersen Firm , A Professional Corporation
501 Whitehead Street
Key West, FL 33040

ARTICLE VI - INCORPORATOR

The name and street address of the sole incorporator of this corporation is:

John F. Calleja, M.D.
1111 12th Street
Suite 210
Key West, FL 33040

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of the following individuals:

John F. Calleja, M.D.

Alan S. DeJarnette, M.D.

Jackie Klein Lefferts, M.D.

G. Frederick Herdell, M.D.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of the corporation.


ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the stockholders or at any special meeting of the stockholders called for that expressed purpose.

ARTICLE IX - EFFECTIVE DATE

The existence of the corporation shall begin on September 24th, 2001.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of September, 2001.

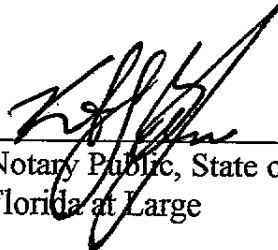


John F. Calleja, M.D.
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MONROE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN F. CALLEJA, M.D., who executed the foregoing articles of incorporation, and produced FL DL # C420-466-44-364-0 as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24th day of September, 2001.



Notary Public, State of
Florida at Large

My Commission expires:



Kenneth J. Biskner, Jr.
MY COMMISSION # CC927246 EXPIRES
April 12, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate the registered agent and registered office, in the State of Florida.

1. The name of the corporation is Key West Medical Group, P.A.
2. The name and address of the registered agent and office is:

The Andersen Firm, A Professional Corporation
501 Whitehead Street
Key West, FL 33040

Key West Medical Group, P.A.

Date: September 24, 2001


John F. Calleja, M.D., Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

**THE ANDERSEN FIRM
A PROFESSIONAL CORPORATION**


William E. Andersen, President

Registered Agent, Key West Medical Group, P.A.

Date: September 24, 2001