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LAW OFFICES
RONALD W. MAXWELL, P.A.
4800 Beach Boulevard, Suite 5
JACKSONVILLE, FLORIDA 32207-4865

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September 28, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900004618059-3
-10/01/01-01053-018
*****70.00 *****70.00

Re: **REZA M. TABA, M.D., P. A.**
Proposed Professional Service Corporation

Dear Sir:

Enclosed herewith you will find originals of the proposed Articles of Incorporation for the above-referenced Corporation, which includes as Article VI thereof the required appointment of Registered Agent. Acceptance of the Corporation's Registered Agent Appointment is found on the signature page of the Articles. (A copy of the Articles is enclosed and I would request that you stamp and return same after filing.)

You will also find enclosed herewith a check in the amount of \$70.00 made payable to the Department of State to cover incorporation expenses.

Thanking you for your assistance and attention to this matter and with best regards, I am

Sincerely,

LAW OFFICE OF RONALD W. MAXWELL, P. A.

Ronald W. Maxwell
RONALD W. MAXWELL

RWM/cr
Enclosures as stated

01 OCT - 1 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
REZA M. TABA, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Subscriber, a natural person competent to contract, desires to form a Professional Service Corporation under the laws of the State of Florida for the purpose of engaging in the practice of medicine, all of whose Stockholders shall consist of persons or Professional Corporations duly licensed to practice medicine in the State of Florida, and hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I. NAME

The name of the Corporation is **REZA M. TABA, M.D., P.A.** and the principal office and address is: **3599 University Boulevard, South, Suite #1201, Jacksonville, FL, 32216.**

ARTICLE II. NATURE OF BUSINESS

This Corporation is organized for the following purposes:

A. To engage in the practice of medicine as a Professional Medical Corporation and carry on services incidental thereto. The practice of medicine is the sole and exclusive professional service to be rendered by this Corporation.

B. To own property, both real and personal and mixed, 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 admitted to the practice of medicine and is duly authorized to practice medicine in the State of Florida, or is otherwise legally authorized to render such professional services within the State of Florida.

ARTICLE III. CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) all of one class, namely common stock, and the par value of each such share is One (\$1.00) Dollar amounting in the aggregate to Five Thousand (\$5,000.00) Dollars. The capital stock shall be issued only to individuals or Professional Corporations who are duly licensed to practice medicine in the State of Florida, or otherwise legally authorized in the State of Florida to render the same specific professional services as those for which the Corporation was incorporated.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business is Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The Corporation shall begin its existence on the date these Articles of Incorporation are subscribed and acknowledged, and the duration of the Corporation thereafter shall be perpetual, unless sooner terminated in accordance with law.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4800 Beach Boulevard, Suite #5, Jacksonville, Duval County, Florida, 32207-4865, and the name of its initial Resident Agent at such address is **RONALD W. MAXWELL**.

ARTICLE VII. DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by the By-laws, as adopted by the Stockholders.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the initial Directors are as follows:

REZA M. TABA, M. D.
3599 University Boulevard, South, #1201
Jacksonville, FL 32216

ARTICLE IX. SUBSCRIBERS

The name and post office address of the Subscriber to these Articles of Incorporation is as follows:

RONALD W. MAXWELL
4800 Beach Boulevard, Suite #5
Jacksonville, FL 32207-4865

ARTICLE X. PREEMPTIVE RIGHTS

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

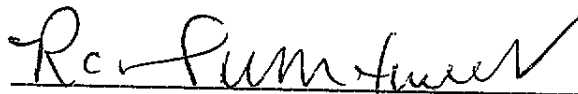
1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of 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 obligations 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 or pertinent 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 or its stock of any class or classes.

ARTICLE XI. AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or in any Amendment thereto in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the Subscriber hereinbefore named, for the purposes of forming a Corporation pursuant to the laws of the State of Florida, has signed and acknowledged the Articles of Incorporation at Jacksonville, Duval County, Florida this 28th day of September, A. D., 2001.



RONALD W. MAXWELL

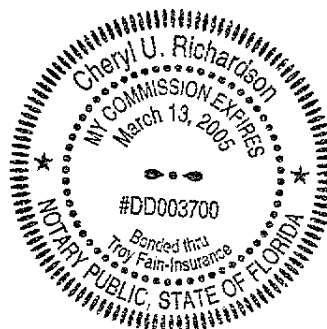
STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, appeared **RONALD W. MAXWELL**, personally known to me to be the person described as the Subscriber in and who executed the foregoing Articles of Incorporation, and after having taken an oath, acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 28th day of September, A. D., 2001.


CHERYL U. RICHARDSON
Notary Public, State of Florida at Large.
My Commission Expires:



ACCEPTANCE OF RESIDENT AGENT

I, **RONALD W. MAXWELL**, having been named to accept the service of process for **REZA M. TABA, M.D., P.A.**, certify that I am a permanent resident of Duval County, Florida, and do hereby accept to act in this capacity, and agree to comply with the laws of Florida relative to keeping said office open.

DATED at Jacksonville, Duval County, Florida, this 28th day of September, A. D., 2001.



RONALD W. MAXWELL

01 OCT - 1 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, appeared **RONALD W. MAXWELL**, personally known to me to be the person described as Resident Agent in and who executed the foregoing Articles of Incorporation, and after having taken an oath, acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 28th day of September, A. D., 2001.



CHERYL U. RICHARDSON
Notary Public, State of Florida at Large.
My Commission Expires:

