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January 3, 2002

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

RE: American Gastroenterology Associates, P.A.

Dear Sir/Madam:

Enclose please find the Articles of Incorporation to be filed regarding the above-referenced matter. Also enclosed is a check in the amount of \$78.75 for the filing fee. Please mail a certified copy to the address above. If you have any questions, please do not hesitate to contact our office.

Thank you for your attention to this matter.

Sincerely,

Kimberly S. White

Kimberly S. White, Legal Assistant to
Clayton R. Syfrett, Esquire

CRS/ksw
Enclosures: As stated

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2002 JAN -4 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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1/8/02

EFFECTIVE DATE

01/02/02

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

AMERICAN GASTROENTEROLOGY ASSOCIATES, P.A.

Article I - Name

The name of this professional association is AMERICAN GASTROENTEROLOGY
ASSOCIATES, P.A.

Article II - Address

The mailing address of the principal office of this professional association is 1830
LISENBY AVENUE, SUITE D, PANAMA CITY, FLORIDA 32405

Article III - Duration

This professional association shall exist perpetually commencing on the date of the
execution and acknowledgment of these Articles.

Article IV - Purpose

This professional association is organized for the purpose of rendering professional
services.

Article V - Capital Stock

This professional association is authorized to issue 1,000 shares of par value common
voting stock at One Dollar (\$1.00) per share.

The consideration to be paid for each share shall be fixed by the Board of Directors.

Common stock of the professional association shall be issued as S-Corporation stock in accordance with a plan or plans under the applicable provisions of the Tax Reform Act of 1986.

No stock shall be owned by any individual who is not also a professional or which is not a professional corporation.

Article VI - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

Article VII - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this professional association of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of AMERICAN GASTROENTEROLOGY ASSOCIATES, P.A. this professional association is 1830 LIENBY AVENUE, SUITE D, PANAMA CITY, FLORIDA 32405 and the name of the initial registered resident agent of this professional association at that address is DR. EUGENE EVANS.

Article IX - Initial Board of Directors and Officers

This professional association shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The name and address of the initial director and officers of this professional association is as follows: DR. EUGENE EVANS, Director/President/Vice-President/ Secretary/Treasurer.

Article X - Incorporator

The name and address of the person signing these Articles is: DR. EUGENE EVANS, 1830 LIENBY AVENUE, SUITE D, PANAMA CITY, FLORIDA 32405.

Article XI - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XII - Restrictions on Transfer of Stock

Shares of capital stock of this professional association shall be issued to the following person and in the amount set opposite his name:

DR. EUGENE EVANS

500 SHARES

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this professional association. The price and terms at which, and the time within which, such shares may be offered and sold shall further be specified by written agreement among all of the shareholders and this professional association.

Article XIII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Article XIV - Calling of Special Meetings

Special meetings of shareholders may be called by a majority of the outstanding shares.

Article XV - Shareholder Quorum and Voting

Any action of the shareholders of this professional association must be taken at a meeting of shareholders of this professional association duly called as provided by law.

Article XVI - Management of
Professional association by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this professional association shall be managed under the direction of, the shareholders of this professional association.

Article XVII - Director Quorum and Voting

A majority of directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of all of the remaining directors, shall be the act of the Board of Directors.

Article XVIII - Meeting by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XIX - Action by Directors Without a Meeting

The directors of this professional association may take action by written consent, as provided by law.

Article XX - Indemnification

The professional association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XXI - Section 1244 Stock

The Board of Directors is authorized to issue "Section 1244" stock, as defined by Section 1244 of the Internal Revenue Code and the same may be amended from time to time.

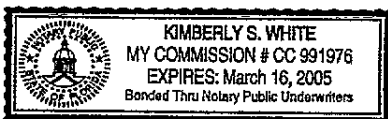
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 02 day of January, 2002.

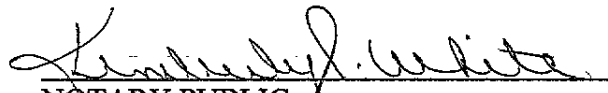

DR. EUGENE EVANS

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, DR. EUGENE EVANS, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 02 day of January, 2001.




NOTARY PUBLIC

Print, Type or Stamp Name

My Commission Expires: March 16, 2005

FILED

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

2002 JAN -4 AM 10: 51

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that AMERICAN GASTROENTEROLOGY ASSOCIATES, P.A. desiring to
organize or qualify under the laws of the State of Florida, with its principal place of business at
City of Panama City, State of Florida, has named DR. EUGENE EVANS, located at 1830
LISENBY AVENUE, SUITE D, PANAMA CITY, FLORIDA 32405 as its agent to accept
service of process within Florida.


DR. EUGENE EVANS, CORPORATE OFFICER

Title: President

Date: 01/02/02

Having been named to accept service of process for the above stated professional
association, at the place designated in this Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.


DR. EUGENE EVANS
REGISTERED AGENT

Date: 01/02/02