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Division of Corporations

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Florida Department of State

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FLORIDA PROFIT CORPORATION OR P.A.

William Campbell Douglass, III, M.D., P.A.

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| Certificate of Status | 0 |
| Certified Copy | 0 |
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ARTICLES OF INCORPORATION
OF
WILLIAM CAMPBELL DOUGLASS, III, M.D., P.A.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is William Campbell Douglass, III, M.D., P.A.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 2111 Ocean Drive, New Smyrna Beach, Florida 32169.

ARTICLE III-NATURE OF BUSINESS

The specific nature of business of this Corporation is the provision of professional medical and healthcare services.

ARTICLE IV-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Kurt F. Lewis, 6624 Gateway Avenue, Sarasota, Florida 34231.

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ARTICLE VI-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VII-INCORPORATOR

The name and street address of the incorporator are Charmaine T. M. Chiu, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE IX-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE X-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of February, 2002.

Charmaine T. M. Chiu
Charmaine T. M. Chiu, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, William Campbell Douglass, III, M.D., P.A., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is William Campbell Douglass, III, M.D., P.A.
2. The name and address of the registered agent and office are Kurt F. Lewis, 6624 Gateway Avenue, Sarasota, Florida 34231.

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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Kurt F. Lewis

Date: February 8, 2002

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