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ALSO ADMITTED TO
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June 24, 2002

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*****78.75 *****78.75

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

Re: Michael L. Scheer, D.O., P.A.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-referenced professional association. Also enclosed is my check in the amount of \$78.75 made payable to "Florida Department of State" to cover the filing fee as follows:

\$35.00 - Filing fee
35.00 - Designation of Registered Agent
8.75 - Certified copy
\$78.75 - Total

Please return the certified copy of these Articles of Incorporation to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

David C. Levenreich

DCL:mlh

Enclosures

cc: Michael L. Scheer w/enclosure via hand delivery

FILED
02 JUN 27 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm 6/28

ARTICLES OF INCORPORATION OF
MICHAEL L. SCHEER, D.O., P.A.

FILED
02 JUN 27 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purposes of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is MICHAEL L. SCHEER, D.O., P.A.

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

Michael L. Scheer, D.O., P.A.
3633 Little Road
New Port Richey, Florida 34655

ARTICLE III - Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE IV - Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 3633 Little Road, New Port Richey, Florida and the initial registered agent of this corporation at such office shall be Beth Scheer. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE V - Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE VI - Initial Board Of Directors

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until their successors have been duly elected and qualify. The name and street address of the initial address of the initial director are:

<u>Name</u>	<u>Address</u>
Michael L. Scheer	3633 Little Road New Port Richey, Florida 34655

ARTICLE VII - Incorporator

The name and address of the incorporator making these Articles of Incorporation are Michael L. Scheer, 3633 Little Road, New Port Richey, Florida 34655.

ARTICLE VIII - Purposes and Duration

The specific purpose for which this corporation is organized is the practice of medicine and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under Chapter 621, Florida Statutes, consistent with the above-stated specific purpose. The existence of this corporation shall be perpetual.

ARTICLE IX - Bylaws

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

ARTICLE X - Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

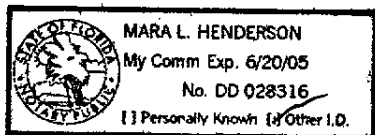
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 24th day of June, 2002.


MICHAEL L. SCHEER

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 24th day of June, 2002, by MICHAEL L. SCHEER, who is personally known to me or who has produced FL D.L. # S600-552-48-188-0 as identification.



Mara L. Henderson
Print Name of Notary
Notary Public - State of Florida
Commission No. _____
My Commission Expires: _____

MICHAEL L. SCHEER, D.O., P.A.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, BETH SCHEER, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 24th day of June, 2002.

Beth Scheer
BETH SCHEER

FILED
02 JUN 27 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA