CSC P02000082294

ACCOUNT NO. : 072100000032

REFERENCE : 682742 9104A

AUTHORIZATION : Patricia Piquet

COST LIMIT : $ 78.75

ORDER DATE : July 29, 2002

ORDER TIME : 2:26 PM

ORDER NO. : 682742-005

CUSTOMER NO: 9104A

EFFECTIVE DATE 07/26/02

200006737702--6

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight Llp

Suite 1600
200 Central Avenue
St Petersburg, FL 33701

DOMESTIC FILING

NAME: SUNCOAST INPATIENT CARE, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS:

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 02 JUL 29 PM 12:16

RECEIVED 02 JUL 29 PM 3:54 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

SMITH JUL 30 2002

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ARTICLES OF INCORPORATION

OF

Suncoast Inpatient Care, P.A.

EFFECTIVE DATE 07/26/02

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

02 JUN 29 PM 12: 16
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE I.

NAME

The name of this Corporation is **Suncoast Inpatient Care, P.A.**

ARTICLE II.

EFFECTIVE DATE OF ARTICLES

This Corporation shall have perpetual existence commencing July 26, 2002.

ARTICLE III.

NATURE OF PROFESSIONAL BUSINESS

A. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of medicine and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.

B. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE IV.

CAPITAL STOCK

A. This Corporation is authorized to issue 1,000,000 shares of $0.01 par value common stock.

B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.

C. Shares of the Corporation's stock and certificates therefor shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE V.

LOSS OF LICENSE;
SEVERANCE AND TERMINATION OF EMPLOYMENT

A. If any officer, director, shareholder, agent, employee, or shareholder of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this Corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Corporation may be owned by the person as a shareholder.

B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.

C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.

D. However, if a sole shareholder of this Corporation becomes disqualified to render professional services for this Corporation, the Corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the Corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Richard O. Jacobs

Address: 200 Central Avenue, Suite 1600, St. Petersburg, FL 333701

ARTICLE VII.

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name: Richard O. Jacobs

Address: 200 Central Avenue, Suite 1600, St. Petersburg, FL 333701

ARTICLE VIII.

PRINCIPAL OFFICE

The principal address of this Corporation is:

Address: 6405 Drake Court, New Port Richey, FL 34652

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 26 day of July, 2000, for the purpose of organizing this Corporation under the laws of the State of Florida.

Richard O. Jacobs

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Richard O. Jacobs

SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 29 PM 12: 16