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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 13 PM 12:41

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CUSTOMER NO: 9955A

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CUSTOMER: Ms. Karolyn Sheekey
Chimento & Associates, P.A.

Suite B
4 Old Kings Road North
Palm Coast, FL 32137

DOMESTIC FILING

NAME: PALM COAST GASTROENTEROLOGY,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: _____

RECEIVED
02 AUG 13 PM 12:48
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TALLAHASSEE, FLORIDA

8-14-02

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DIVISION OF CORPORATIONS
02 AUG 13 PM 12:41

ARTICLES OF INCORPORATION

of

PALM COAST GASTROENTEROLOGY, P.A.

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

PALM COAST GASTROENTEROLOGY, P.A.

ARTICLE II. NATURE OF BUSINESS

The purposes for which this corporation is initially organized are to engage in every phase and aspect of the general practice of gastroenterology, rendering the same professional services to the public that a doctor of gastroenterology, duly licensed under Florida laws is authorized to render, but such services will be rendered only through the corporation's officers, employees, and agents who are duly authorized under Florida laws to practice gastroenterology.; and to engage in every and any aspect and phase of any and every lawful business which professional service corporations practicing gastroenterology may engage in under the Florida Professional Service Corporation Act, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract. No person shall acquire stock in this corporation unless such person shall be a licensed attorney licensed to practice law in the State of Florida, but this provision shall not prevent the personal representative of a deceased stockholder or the guardian of an incompetent stockholder from taking possession of such stock in accordance with the requirements of law until such stock can be sold or otherwise disposed of to an attorney licensed to practice law in the State of Florida.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE HUNDRED DOLLARS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The street and mailing address of the initial principal office of this corporation in the State of Florida is 60 Memorial Medical Park, Suite 3811, Palm Coast, FL 32164. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

Name

Address

Wallace Mason Combs

60 Memorial Medical Park
Suite 3811
Palm Coast, FL 32164

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Wallace Mason Combs	60 Memorial Medical Park Suite 3811 Palm Coast, FL 32164	100	\$ 100.00

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Wallace Mason Combs, 60 Memorial Medical Park, Suite 3811, Palm Coast, FL 32164, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at any time in accordance with the provisions of Florida law.

Wallace Mason Combs
WALLACE MASON COMBS

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 13 PM 12:42

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST: THAT PALM COAST GASTROENTEROLOGY, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT 60 MEMORIAL MEDICAL PARK, SUITE 3811, PALM COAST, FL 32164,
HAS NAMED WALLACE MASON COMBS, 60 MEMORIAL MEDICAL PARK, SUITE 3811,
PALM COAST, STATE OF FLORIDA, 32164 AS ITS REGISTERED AGENT AND OFFICER
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Wallace Mason Combs
WALLACE MASON COMBS
DATE: 8/9, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, 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.

Wallace Mason Combs
WALLACE MASON COMBS
REGISTERED AGENT
DATE: 8/9, 2002