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A PROFESSIONAL ASSOCIATION

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August 26, 2002

FILED
02 SEP 19 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Express Mail

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: R. David Shepard, M.D., P.A. - Incorporation

Dear Sir/Madam:

Enclosed are the following items in connection with the filing of the Articles of Incorporation for the above-referenced corporation:

1. Original Articles of Incorporation together with copy;
2. Original Designation of Registered Agent and Registered Office together with copy;
3. Our check in the amount of \$78.75 to cover the following costs:

Filing Fee and Registered Agent Designation	\$70.00
Certified Copy	8.75

Once filing is completed, please forward a certified copy of the Articles of Incorporation to this firm.

Thank you for your assistance in this matter.

Sincerely,


Roy W. Cohn

Enclosures
RWC/ms/Cp-
cc: R. David Shepard, M.D., P.A.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 29, 2002

GIBBONS, COHN, NEUMAN, BELLO, SEAGALL & ALLEN
P.O. BOX 2177
TAMPA, FL 33601

SUBJECT: R. DAVID SHEPARD, M.D., P.A.
Ref. Number: W02000025224

We have received your document for R. DAVID SHEPARD, M.D., P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 902A00050537

ARTICLES OF INCORPORATION
OF

R. DAVID SHEPARD, M.D., P.A.

FILED

02 SEP 19 AM 11:45

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional service corporation, for profit, files these Articles of Incorporation with the Secretary of State of the State of Florida, pursuant to the Professional Service Corporation and Limited Liability Company Act of the State of Florida, Chapter 621, Florida Statutes.

1. NAME AND NATURE OF BUSINESS. The Name of the corporation is **R. David Shepard, M.D., P.A.** (the "Corporation"). Nature of Business: To engage in the practice of medicine.

2. ADDRESS. The street address and the mailing address of the initial principal office of the Corporation is 4620 N. Habana Ave., Suite 202, Tampa, FL 33614.

3. NUMBER OF SHARES. The maximum number of shares which the Corporation is authorized to issue is 7,500 shares of common stock, having no par value per share.

4. NO PREEMPTIVE RIGHTS. No preemptive rights are granted to shareholders of the Corporation.

5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the Corporation is 4620 N. Habana Ave., Suite 202, Tampa, FL 33614 and the name of the initial registered agent is R. David Shepard.

6. INCORPORATOR. The name and address of each incorporator for the Corporation is set forth immediately below:

R. DAVID SHEPARD
4620 N. Habana Ave., Suite 202,
Tampa, FL 33614.

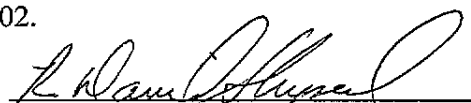
7. BOARD OF DIRECTORS. The number of directors shall not be less than one. The number of directors may be increased or diminished from time to time by the By-laws adopted by the shareholders, but shall never be less than one. The name and mailing address of the first Board of Directors, who shall serve until the first annual meeting or until their successors shall have been elected and qualified:

<u>Name</u>	<u>Address</u>
R. David Shepard	4620 N. Habana Ave., Suite 202 Tampa, FL 33614

8. POWERS OF CORPORATION. The Corporation shall have and may exercise at all times all of the powers and rights to the maximum extent, and without restriction, as conferred upon professional service corporations by the laws of the State of Florida and of the United States.

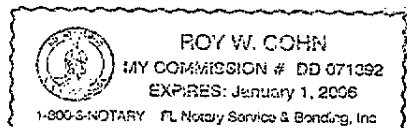
9. AMENDMENT. The corporation shall have the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in any manner now or hereafter permitted by statute.

EXECUTED this 26th day of August, 2002.

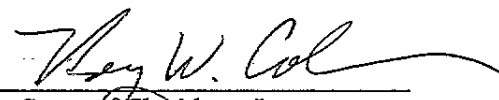

R. David Shepard, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this 26th day of August, 2002 by R. David Shepard, who is personally known to me (or who has produced _____ as identification).



NOTARY PUBLIC

Sign: 
State of Florida at Large

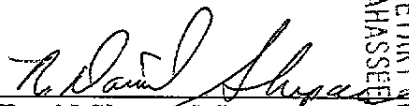
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, this Designation is submitted:

1. R. DAVID SHEPARD, M.D., P.A. is a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4620 N. Habana Ave., Suite 202, County of Hillsborough, State of Florida;
2. R. DAVID SHEPARD, M.D., P.A. hereby names R. David Shepard, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;
3. R. DAVID SHEPARD, M.D., P.A. hereby designates as its registered office, the street address of said registered agent's place of business, which is 4620 N. Habana Ave., Suite 202, City of Tampa, County of Hillsborough, State of Florida 33614.

SUBMITTED this 26th day of August, 2002.


R. David Shepard, Incorporator of
behalf of R. DAVID SHEPARD, M.D., P.A.

FILED
02 SEP 19 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, relative to keeping open said office.

By: 
R. David Shepard, Registered Agent

Date: August 26, 2002