

ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON
CHARTERED

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*Board Certified Real Estate Lawyer
**Board Certified Civil Trial Lawyer
***Board Certified Business Bankruptcy Law
American Board of Certification
****Board Certified Business Litigation Lawyer
*****Board Certified Tax Lawyer

OF COUNSEL

HARVEY J. ABEL

NORMAN E. JACOBSON

JOHNSON S. SAVARY

September 27, 2002

Please refer to our file number:
12771-1
Writer's Direct Line:
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Writer's Direct E-mail:
JMaag@Abelband.com

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/30/02--01077--007
*****78.75 *****78.75

Re: Matthew P. Thomas, M.D., P.A.

Dear Sir or Madam:

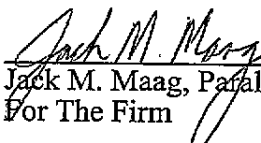
Enclosed please find original and duplicate Articles of Incorporation for the referenced Corporation, together with a check in the amount of \$78.75 to cover the following:

Filing of the Articles	\$35.00
Certified copy of the Articles	8.75
Registered Agent fee	35.00

Please return the certified copy of the Articles to the undersigned.

Very truly yours,

ABEL, BAND, RUSSELL, COLLIER,
PITCHFORD & GORDON, CHARTERED


Jack M. Maag, Paralegal
For The Firm

JMM
Enclosures

ag
10/2

ARTICLES OF INCORPORATION
OF
MATTHEW P. THOMAS, M.D., P.A.

FILED
02 SEP 30 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Professional Service Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

MATTHEW P. THOMAS, M.D., P.A.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in the practice of psychiatry and any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000 Shares of Common Stock

\$1.00 par value per share

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

8122 Natures Way, #27
Bradenton, Florida 34202

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and the street address of the registered office of this Corporation is:

Matthew P. Thomas 8122 Natures Way, #27
Bradenton, Florida 34202

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of the member of the first Board of Directors is:

Matthew P. Thomas 8122 Natures Way, #27
Bradenton, Florida 34202

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.


ARTICLE IX - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Matthew P. Thomas

8122 Natures Way, #27
Bradenton, Florida 34202

The undersigned has executed these Articles this 24 day of September, 2002.



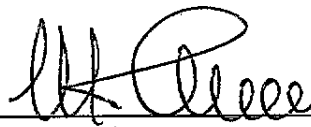
Matthew P. Thomas
Incorporator

FILED
02 SEP 30 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for MATTHEW P. THOMAS, M.D., P.A. at the place designated in the Articles, 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 I am familiar with and accept the obligations of my position as Registered Agent.

9/24/02

Date



Matthew P. Thomas
Registered Agent