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EFFECTIVE DATE

10-30-02

FILED
02 OCT 31 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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October 28, 2002

Via Fed Ex
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Sharon Johnston, D.O., Inc.

Dear Madam:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$78.75 representing the filing fee.

Please return a certified copy of these Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,



Craig D. Blume

Enclosures

cc: Dr. Sharon Johnston

ARTICLES OF INCORPORATION

OF

SHARON JOHNSTON, D.O., INC.

EXPIRATION DATE
10-30-02

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND ADDRESS

The name of this corporation is SHARON JOHNSTON, D.O., INC., and its principal address is 599 Tamiami Trail North, Suite 307, Naples, Florida 34102.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage in the business of providing neurological medical services, medical services, and for any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 599 Tamiami Trail North, Suite 307, Naples, Florida 34102, and the name of the initial registered agent of this corporation at that address is Dr. Sharon Johnston.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The name and address of the initial director of this corporation is Dr. Sharon Johnston, 599 Tamiami Trail North, Suite 307, Naples, Florida 34102. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. A member of the board of directors must hold a valid Florida license to provide neurological medical services.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is Dr. Sharon Johnston, 599 Tamiami Trail North, Suite 307, Naples, Florida 34102.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

SHAREHOLDER QUORUM

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

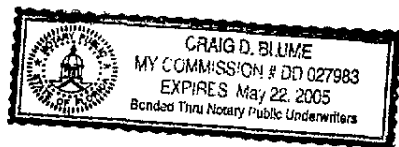
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 30th day of October, 2002.

Dr. Sharon Johnston L.S.
Dr. Sharon Johnston, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared Dr. Sharon Johnston personally known to me to be the person who executed these Articles of Incorporation, and she acknowledged before me that as her free act she executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30th day of October, 2002.



[Signature]
Notary Public

My Commission Expires:

RESIDENT AGENT ACCEPTANCE

I, Dr. Sharon Johnston, agree to serve as resident agent and accept service for Sharon Johnston, D.O., Inc., at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 30th day of October, 2002.

Dr. Sharon Johnston
Dr. Sharon Johnston

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