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TALLAHASSEE, FLORIDA

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December 6, 2002

Of counsel:
Thomas F. Gustafson

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: SANDRA J. DOWNES, M.D., P.A., MPH

Enclosed herewith please find two copies of the Articles of Incorporation for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$122.50 to cover filing fees, etc.

Very truly yours,


MICHAEL SIERRA 

MS:m
Enc.

ARTICLES OF INCORPORATION

OF

SANDRA J. DOWNES, M.D., MPH, P.A.

The undersigned natural person, who is licensed and is otherwise legally authorized to practice the profession of medicine in the State of Florida, hereby forms a professional service corporation in accordance with the Florida Professional Corporation Act, Chapter 621, Florida Statutes, and hereby adopts the following Articles of Incorporation for such corporation

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ARTICLE I. NAME

The name of the Corporation shall be:

SANDRA J. DOWNES, M.D., MPH, P.A.

The principal place of business of this Corporation shall be: **3645 Madaca Lane, Tampa, Florida 33618.**

ARTICLE II. NATURE OF BUSINESS

This Corporation is organized for the following purposes:

- a. To engage in the practice of medicine as a professional medical corporation and to carry on services incident thereto. The practice of medicine is the sole and exclusive professional service to be rendered by this corporation
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation, or for any other purpose authorized by law.
- c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice medicine in, the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be: 3645 Madaca Lane, Tampa, Florida 33618, and the name of the initial Registered Agent of the Corporation at that address is: **SANDRA J. DOWNES, M.D., MPH.**

ARTICLE V. DURATION

The period of the Corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. SUB-CHAPTER S PROVISION

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter S Corporation.

ARTICLE IX. DIRECTORS

This Corporation shall have one (1) director initially. The names and street addresses of the initial members of the Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
SANDRA J. DOWNES, M.D., MPH	3645 Madaca Lane, Tampa, FL 33618

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

<u>OFFICER</u>	<u>ADDRESS</u>
SANDRA J. DOWNES, M.D., MPH Pres./Sec./Treas.	3645 Madaca Lane, Tampa, FL 33618


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ARTICLE XI. SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>
SANDRA J. DOWNES, M.D., MPH	3645 Madaca Lane Tampa, FL 33618	100

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 4 day of December 2002.


 _____ (SEAL)
 SANDRA J. DOWNES, M.D., MPH

I Hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



 SANDRA J. DOWNES, M.D., MPH
 Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 4 day of October 2002, by SANDRA J. DOWNES, M.D., MPH, who is personally known to me.

Carmen M. Lashley
NOTARY PUBLIC

COMMISSION NO. _____

CARMEN M. LASHLEY
(Name of Notary typed, printed
or stamped)

COMMISSION EXP. _____

