

Division of Corporations

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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**Kathleen M. Carroll, M.D., P.A.**

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**ARTICLES OF INCORPORATION
OF
KATHLEEN M. CARROLL, M.D., P.A.**

The undersigned, acting as incorporator of a Florida professional service corporation organized and existing under the Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is: KATHLEEN M. CARROLL, M.D., P.A.

ARTICLE II

CORPORATE ADDRESS; REGISTERED OFFICE; REGISTERED AGENT

The street and mailing address of the principal office of the Corporation is 336 Bloomingdale Avenue, Brandon, Florida 33511-8155. The address of the Corporation's registered office in the State of Florida is 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602. The name of the Corporation's registered agent at such address is Karen J. Prevatt.

ARTICLE III

PURPOSE

The Corporation is organized for the following purposes:

1. To engage in every aspect of the practice of medicine and all of its fields of specialization as are engaged in by the shareholder(s) of the Corporation.
2. To render the professional service through its officers, agents and employees who are medical professionals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of the Corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of professional services hereby authorized.
5. To engage in no other business other than rendering of the professional services herein specified.

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ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$.001 par value common stock. Shares of the Corporation's stock and certificates therefor shall be issued only to professionals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as the Corporation.

ARTICLE V
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Name

Karen J. Prevatt

Address

101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholder(s) and until her successor has been elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

Name

Kathleen M. Carroll, M.D.

Address

336 Bloomingdale Avenue
Brandon, FL 33511-8155

ARTICLE VI
INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the

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Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of October, 2003.


Karen J. Prevatt, Incorporator

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Kathleen M. Carroll, M.D., P.A.
2. The name and address of the registered agent and office are:

Karen J. Prevatt
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

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SIGNATURE: Karen J. Prevatt

TITLE: Karen J. Prevatt, Incorporator

DATE: October 10th, 2003

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Karen J. Prevatt

Karen J. Prevatt, Registered Agent

DATE: October 10th, 2003

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