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Account Name : CUMMINGS & LOCKWOOD
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FLORIDA PROFIT CORPORATION OR P.A.

ESTERO FAMILY MEDICINE, P.A.

Certificate of Status	0
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**ARTICLES OF INCORPORATION OF
ESTERO FAMILY MEDICINE, P.A.**

THE UNDERSIGNED, acting as sole incorporator of a professional corporation for profit to be formed under the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

ESTERO FAMILY MEDICINE, P.A.

SECOND: The initial principal office and mailing address of the Corporation is:

3501 Health Center Blvd., Suite 2220
Bonita Springs, FL 34135

THIRD: The aggregate number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, and the par value of each such share shall be One Cent (\$0.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

3001 Tamiami Trail North, 4th Floor
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

CLASP INC.

FIFTH: The name and address of the sole incorporator of the Corporation is:

Debra J. McCormack
3501 Health Center Blvd., Suite 2220
Bonita Springs, FL 34135

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person to serve as Director of the Corporation until the first annual meeting of the

Prepared by Joel Schechter, Esq.
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Shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:


Debra J. McCormack
3501 Health Center Blvd., Suite 2220
Bonita Springs, FL 34135

SEVENTH: The general purposes for which this Corporation is organized shall be :

1. To render medical services to the general public, and to do all things in connection therewith that are customarily done by physicians under the laws of the State of Florida.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Professional Service Corporation and Limited Liability Company Act.

EIGHTH: No one other than an individual who is duly licensed or legally authorized to render medical services in the State of Florida may own stock of this Corporation. No Shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any Shareholder who becomes legally disqualified to render medical services shall sever all employment with and financial interest in the Corporation. No Shareholder of the Corporation may sell or transfer his stock in this Corporation, except to another individual who is eligible to be a Shareholder of the Corporation.

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 15 day of March, 2004.


Debra J. McCormack, incorporator

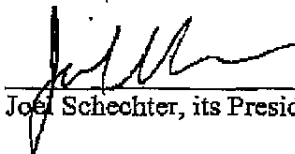
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

- 1. The name of the corporation is: ESTERO FAMILY MEDICINE, P.A.
- 2. The name and address of the registered agent and office is:

CLASP INC.
 3001 Tamiami Trail North, 4th Floor
 Naples, Florida 34103

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 obligations of my position as registered agent.

CLASP INC., Initial Registered Agent

By: 
 Joe Schechter, its President

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