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(Business Entity Name)

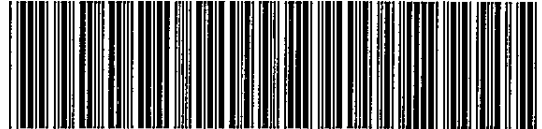
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HARTER • SECREST & EMERY • LLP
ATTORNEYS AND COUNSELORS

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2004 MAY -6 PM 12: 24

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 4, 2004

VIA FIRST CLASS MAIL
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: GI Place, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above referenced company, and our firm check in the amount of \$78.75, to cover the appropriate fees, including the fee for a certified copy.

When filed, please return your letter of acknowledgement and the certified copy to the undersigned in the enclosed postage pre-paid envelope.

Thank you for your assistance.

Very truly yours,

HARTER, SECREST & EMERY LLP

Lorna J. Scharlacken

DIRECT DIAL 239-598-4444
E-MAIL LSCHARLACKEN@HSELAW.COM

LJS:mlh
Enclosures

FILED

2004 MAY -6 PM 12: 25

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

GI PLACE, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes, Section 607.0101 et seq., hereby adopts the following Articles of Incorporation:

ARTICLE I

Name. The name of this Corporation is GI PLACE, INC.

ARTICLE II

Principal Office. The principal office of this Corporation is located at: 685 LISMORE LANE, NAPLES, FLORIDA 34108.

ARTICLE III

Commencement and Duration. This Corporation shall commence to exist on the date these Articles are filed by the Department of State, in accordance with Section 607.0123(1), Florida Statutes, and shall have perpetual existence.

ARTICLE IV

Purpose. The purpose of this Corporation is to engage in any and all lawful business for which corporations may be incorporated.

ARTICLE V

Capital Stock. This Corporation is authorized to issue One Thousand (1,000) common shares, all of one class, each having a par value of \$.01 per share.

ARTICLE VI

Initial Registered Office and Agent. The name and address of the initial registered agent and registered office of this Corporation are as follows:

RAYMOND W. PHILLIPS, M.D.
1064 GOODLETTE ROAD
NAPLES, FLORIDA 34102

ARTICLE VII

Initial Board of Directors. This Corporation shall initially have two (2) Directors. The number of Directors may be either increased or decreased, from time to time, by or under the Bylaws of the Corporation, but shall never be less than one (2).

The names and addresses of the initial Directors of this Corporation are:

~~MARIANN LEVIN~~ ^{Levy} PHILLIPS
685 LISMORE LANE
NAPLES, FLORIDA 34108

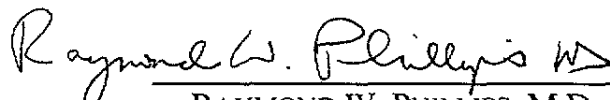
RAYMOND W. PHILLIPS, M.D.
1064 GOODLETTE ROAD
NAPLES, FLORIDA 34102

ARTICLE VIII

Incorporator. The name and address of the person signing these Articles of Incorporation is:

RAYMOND W. PHILLIPS, M.D.
1064 GOODLETTE ROAD
NAPLES, FLORIDA 34102

IN WITNESS WHEREOF, I have subscribed my name on the 26 day of
APRIL, 2004.


RAYMOND W. PHILLIPS, M.D.,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of Registered Agent. I am familiar with, and accept the obligations of Section 607.0505 Florida Statutes.


RAYMOND W. PHILLIPS, M.D.

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