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Division of Corporations
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From:

Account Name : MICHAEL J. FREEMAN, P.A.
Account Number : 072720000142
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FLORIDA PROFIT CORPORATION OR P.A.

John J. Jennings, MD, P.A.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 19, 2004

MICHAEL J. FREEMAN, P.A.

SUBJECT: JOHN J. JENNINGS, MD, P.A.
REF: W04000019277

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

If you have any further questions concerning your document, please call (850) 245-6884.

Shawn Logan
Document Specialist
New Filings Section

FAX Aud. #: H04000107942
Letter Number: 804A00034967

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

Received Time May 19, 11:22AM
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MICHAEL J. FREEMAN, P.A.

May 19, 2004 12:55PM

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ARTICLES OF INCORPORATION

OF

JOHN J. JENNINGS, MD, P.A.

The undersigned, being duly licensed to practice medicine in the State of Florida, desire to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be John J. Jennings, MD, P.A.

ARTICLE II

REGISTERED OFFICE

The address of the initial registered office of this Corporation in this State is 1043 Malaga Avenue, Coral Gables, Florida, 33134. The initial registered agent is John J. Jennings, MD at the registered office which is 1043 Malaga Avenue, Coral Gables, Florida, 33134.

ARTICLE III

PURPOSE

The purpose for which the Corporation is organized shall be to engage and carry on the practice of medicine within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to the following:

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1. To purchase, lease or otherwise acquire, to own, hold and operate and to sell, mortgage pledge, lease, employ or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.
2. To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity and to perform, carry out, cancel and rescind those contracts.
3. To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.
4. To form and become a participant in any partnership, limited partnership, or joint venture with other individuals, firms, corporations, or entities and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.
5. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.
6. To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

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7. To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

ARTICLE IV

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE V

The principal place of business for this corporation is 1043 Malaga Avenue, Coral Gables, Florida 33134.

ARTICLE VI

The mailing address of this corporation is 1043 Malaga Avenue, Coral Gables, Florida 33134.

ARTICLE VII

PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida. Professional services shall be rendered in

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each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers and no officer, employee or agent shall enter into any contract, written or verbal, for professional services with any patient wherein the right to select the person by which the services shall be rendered is designated to the patient. This provision shall not be applicable to the extent it is in conflict with law or the professional rules of the medical profession.

ARTICLE VIII

INCORPORATOR

The name and post office address of the Incorporator is John J. Jennings, MD at 1043 Malaga Avenue, Coral Gables, Florida 33134.

ARTICLE IX

DIRECTOR

The Board of Directors shall consist of at least one member initially. The name and address of the member of the first Board of Directors is John J. Jennings, MD at 1043 Malaga Avenue, Coral Gables, Florida 33134.

ARTICLE IX

SHARE STRUCTURE

NUMBER AND TYPE

The number of Shares of stock that the Corporation is authorized to have outstanding is 7,500 all of which shall be common shares with a par value of \$1.00.

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RESTRICTIONS ON ISSUANCE AND TRANSFER

No share of stock of this Corporation shall be issued or transferred to any person who is not an attorney duly licensed to practice law in the State of Florida.

ARTICLE X

STATED CAPITAL

The amount of the stated capital with which the Corporation shall begin business is ONE HUNDRED DOLLARS (\$100.00).

ARTICLE XI

AMENDMENT TO ARTICLES

The Corporation reserves the right at any time and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her share or any other rights of a dissenting shareholder.

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ARTICLE XII

INDEMNIFICATION

RIGHT TO INDEMNIFICATION

The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

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In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal at Coral Gables, Miami-Dade County, Florida, this 18th day of May 2004.

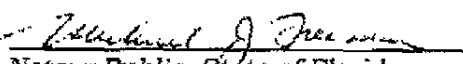
Incorporator:


John J. Jennings, M.D.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

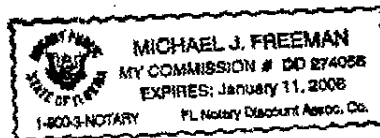
BEFORE ME personally appeared John J. Jennings, M.D., with knowledge that he is the incorporator and director named in the foregoing Articles of Incorporation and that he acknowledged before me that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 18th day of May 2004.


Notary Public, State of Florida

My Commission Expires:

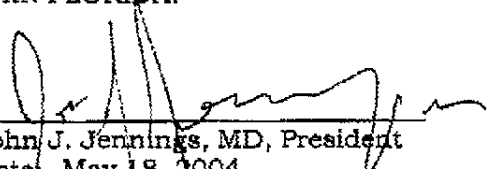
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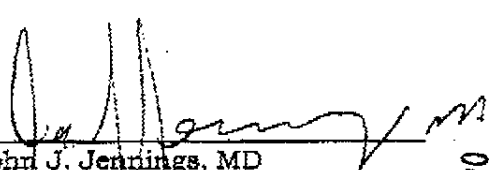
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT **JOHN J. JENNINGS, MD** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED **JOHN J. JENNINGS, MD** LOCATED AT 1043 MALAGA AVENUE, CORAL GABLES, FLORIDA, 33134, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


John J. Jennings, MD, President
Date: May 18, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


John J. Jennings, MD
Date: May 18, 2004

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