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FLORIDA PROFIT CORPORATION OR P.A.

Westchase ENT and Facial Plastic Surgery, P.A.

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**ARTICLES OF INCORPORATION
OF
WESTCHASE ENT AND FACIAL PLASTIC SURGERY, P.A.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a professional service corporation accordance with the laws of the State of Florida.

**ARTICLE 1
NAME**

The name of this corporation shall be: **WESTCHASE ENT AND FACIAL PLASTIC SURGERY, P.A.**

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of this corporation shall be: 501 South Moody, #1110, Tampa, Florida 33609.

**ARTICLE 3
CAPITAL STOCK**

The total number of shares of capital stock authorized to be issued by this Corporation shall be 1,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock").

**ARTICLE 4 REGISTERED
OFFICE AND REGISTERED AGENT**

The initial registered agent and registered office of this corporation shall be as follows:

Name

Address

Erin Smith Aebel

101 E. Kennedy Blvd., Suite 3800
Tampa, Florida 33602

This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

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ARTICLE 5
BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successors have been duly elected and qualify. The name and street address of the initial director are:

Name**Address**

Janet Lee, M.D.

501 South Moody, #1110
Tampa, Florida 33609

ARTICLE 7
INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

Name**Address**

Erin Smith Aebel

101 E. Kennedy Blvd., Suite 3800
Tampa, Florida 33602

ARTICLE 8
PURPOSES AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and, specifically, the practice of medicine as a professional association under Chapter 621, Florida Statutes. In connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

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ARTICLE 9
RENDITION OF PROFESSIONAL SERVICES

The corporation shall render the professional services described in Article 8 only through its agents, officers, directors, employees, and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice medicine or provide the medical services requested. The term "agents," "officers," "employees," and "representatives" shall not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

ARTICLE 10
BYLAWS

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 11
AMENDMENT OF ARTICLES OF INCORPORATION

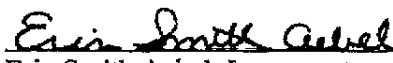
This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 12
AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 7th day of July, 2004.


Erin Smith Aebel, Incorporator

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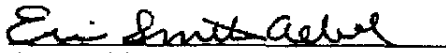
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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Erin Smith Aebel, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 7th day of July, 2004.


Erin Smith Aebel

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