

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

K. Paul Katayama, M.D., P.A.

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March 17, 2005

VIA FAX – 850-205-0383

Florida Department of State
Division of Corporations
Tallahassee FL 32399

RE: K. Paul Katayama, M.D., P.A.

Dear Sir/Madam:

Enclosed for filing are Articles of Incorporation in the referenced matter. The filing fees of \$70 should be charged to Quarles & Brady LLP's prepaid account.

Please return confirmation of filing to my attention via fax (fax # 414-978-8989) or email (stb@quarles.com). Thank you for your assistance in this matter. If you have any questions, please call me at 414-277-5189.

Very truly yours,

A handwritten signature in cursive script that reads "Susan T. Lapinski".

Susan T. Lapinski
Legal Assistant

Enclosures
520133.00008

cc: Alyce C. Katayama, Esq. (w/encl)

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**ARTICLES OF INCORPORATION
OF
K. PAUL KATAYAMA, M.D., P.A.**

In compliance with the requirements of Chapters 607 and 621, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a Florida business corporation.

**ARTICLE I
Name**

The name of the Corporation shall be K. Paul Katayama, M.D., P.A.

**ARTICLE II
Purpose**

The Corporation shall have the power to engage in every aspect of the practice of medicine. The professional services involved in the Corporation's business may only be rendered through its members, officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within this state.

**ARTICLE III
Principal Office**

The principal place of business and mailing address of this Corporation shall initially be 1395 Panther Lane, Suite 300, Naples, Florida 34109-7874.

**ARTICLE IV
Shares**

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is One Thousand (1,000) shares of Common Stock. Common shares shall be the only class of shares which the Corporation shall have authority to issue.

**ARTICLE V
Officers**

The affairs of the Corporation shall be administered by the officers as designated in the Bylaws. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

TITLE	NAME	ADDRESS
President, Treasurer and Secretary	K. Paul Katayama, M.D.	721 American Avenue, Suite 305 Waukesha, Wisconsin 53188

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ARTICLE VI
Registered Agent

The registered agent of the Corporation is Naples-Lawdock, Inc. The street address of the Corporation's registered office is 1395 Panther Lane, Suite 300, Naples, Florida 34109-7874.

ARTICLE VII
Incorporator

The name and address of the incorporator to these Articles of Incorporation is K. Paul Katayama, M.D., 721 American Avenue, Suite 305, Waukesha, Wisconsin 53188.

ARTICLE VIII
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX
Amendment of Bylaws

The Bylaws of the Corporation may be amended by majority vote of either the Directors or the Shareholders. Directors shall be appointed as outlined in the Bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of March, 2005.



K. Paul Katayama, M.D., Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607.0501 of the 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 K. Paul Katayama, M.D., P.A.
2. The name and address of the registered agent and office are as follows:

Naples-Lawdock, Inc.
1395 Panther Lane, Suite 300
Naples, Florida 34109-7874

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept on behalf of Naples-Lawdock, Inc. the appointment as registered agent for K. Paul Katayama, M.D., P.A., and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of the position as registered agent.

Dated: March 9, 2005.

NAPLES-LAWDOCK, INC., a Florida
Corporation

By: Susan T. Lapinski
Susan T. Lapinski, Assistant Secretary

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