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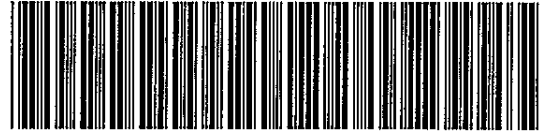
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05 APR 20 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

VINCENT D. SAPP, P.A.
ATTORNEY AT LAW
2069 FIRST STREET, SUITE 206
FORT MYERS, FLORIDA 33901
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April 19, 2005

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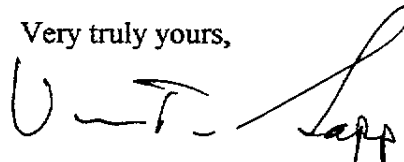
Re: Incorporation of **Hospitalist Group of Southwest Florida, P.A.**

Ladies and Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation of Hospitalist Group of Southwest Florida, P.A. Please file the Articles and return a noncertified copy to me. Also enclosed is a check for \$70.00 in payment of the fees for filing and for designation of the registered agent.

Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "V. D. Sapp", with a stylized flourish at the end.

Vincent D. Sapp

VDS:ffw
Enclosures

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**ARTICLES OF INCORPORATION OF
HOSPITALIST GROUP OF SOUTHWEST FLORIDA, P.A.** 05 APR 20 PM 3:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional service corporation is HOSPITALIST GROUP OF SOUTHWEST FLORIDA, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and the mailing address of this corporation are 708 Del Prado Boulevard, Suite 9, Cape Coral, Florida 33990.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investments and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall commence to exist upon the filing of these Articles and shall have perpetual existence thereafter.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be ten thousand (10,000) shares of common stock having a par value of \$1.00 per share. None of the shares of the professional service corporation may be issued to anyone other than a professional corporation, a professional limited liability company, or an individual duly licensed or otherwise legally authorized to render the same specific professional services as those for which the professional service corporation was incorporated. No shareholder of the professional service corporation may 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 that person's stock.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 708 Del Prado Boulevard, Suite 9, Cape Coral, Florida 33990. The name of the initial registered agent at that address is Antony Mathew, M.D.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The number of directors may be varied from time to time by the Bylaws but shall never be less than one. The initial board of directors shall consist of three (3) members. The names and the addresses of the members of the first board of directors are:

Antony Mathew, M.D.
708 Del Prado Boulevard, Suite 9
Cape Coral, Florida 33990

Timothy C. Keys, M.D.
708 Del Prado Boulevard, Suite 9
Cape Coral, Florida 33990

Joseph C. Daley III, M.D.
708 Del Prado Boulevard, Suite 9
Cape Coral, Florida 33990

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber are:

Antony Mathew, M.D.
708 Del Prado Boulevard, Suite 9
Cape Coral, Florida 33990

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the Bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. No shareholder of the

