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STATE
CORPORATIONS

B. McKnight SEP 28 2005

MICHAEL J. PRESUTTI, P.A.

Law Offices

3001 Aloma Avenue
Suite 109
Winter Park, Florida 32792
(407) 678-8765

September 21, 2005

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: E. Roger Alilin, Jr., M.D., PA

To The Clerk:

Enclosed please find the original and one copy of The Articles Of Incorporation for the above-captioned proposed Florida Corporation.

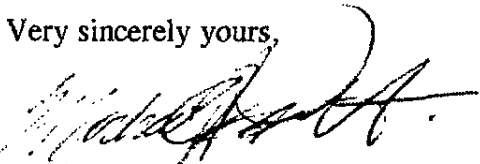
Also enclosed is a check in the amount of \$122.50 for the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>52.50</u>

TOTAL \$122.50

Please file the Articles of Incorporation and forward the certified copy to this office.

Very sincerely yours,



MICHAEL J. PRESUTTI, ESQUIRE

MJP/arp

Enclosures (as stated)

ARTICLES OF INCORPORATION
OF
E. ROGER ALILIN, JR., M.D., PA

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FILED
CLERK OF DISTRICT COURT
OF THE DISTRICT OF COLUMBIA

The undersigned, desiring to form a professional corporation in accordance with the Florida Business Corporation Act and Chapter 607, Florida Statutes, for the practice of medicine, do hereby adopt the following Articles Of Incorporation.

ARTICLE - NAME

The name of the Corporation is E. ROGER ALILIN, JR., M.D., PA Its business location shall be 5012 Ashford Falls Lane, Oviedo, Florida 32765.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The purposes for which the corporation is organized are as follows:

- (1) To engage in the specific business of the practice of medicine as a professional corporation and to carry on services incident thereto. Such practice of medicine is the sole and exclusive professional service to be rendered by the corporation;
- (2) To engage generally in the business of a professional corporation as the same is now or hereafter defined by statute, rule and regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto; and
- (3) To engage in such other business incidental to the practice of medicine as a professional corporation as may be authorized or permitted by

Chapter 621, Florida Statutes.

ARTICLE IV - STOCK

The aggregate number of shares that the Corporation shall have the authority to issue is 7,000, all which shall be common shares with a par value of \$1.00 per share.

ARTICLE V - STATED CAPITAL

The amount of stated capital with which the Corporation will begin business is One Thousand (\$1,000.00) Dollars.

ARTICLE VI - PREEMPTIVE RIGHTS

The Corporation by action of its Board of Directors, may purchase its own shares at any time and from time to time to the extent permitted by law.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be located at 3001 Aloma Avenue, Suite 109, Winter Park, Florida 32792, and the name of the registered agent is Michael J. Presutti. The principal office shall be located at 5012 Ashford Falls Lane, Oviedo, Florida 32765.

ARTICLE VIII - DIRECTORS

The initial Board of Directors and Officers shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder of the Corporation. The number of directors may be changed from time to time by a majority vote of the shareholders. No person shall serve as a director of the corporation unless the person is duly licensed to practice medicine in the state of Florida.

The name and address of the person who shall serve as director until the first annual meeting of shareholders or until his successor shall have been elected and qualified, is as follows:

E. Roger Alilin, Jr.
5012 Ashford Falls Lane
Oviedo, Florida 32765

ARTICLE IX - INCORPORATORS

The name and address of the initial incorporator is as follows:
E. Roger Alilin, Jr.
5012 Ashford Falls Lane
Oviedo, Florida 32765

ARTICLE X - RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the corporation except to another individual who is eligible to be a shareholder of the corporation under Florida law.

ARTICLE XI - DISQUALIFICATION

If any officer, shareholder, agent or employee of the corporation who has been rendering licensed medical service to the public for the corporation becomes disqualified to render such licensed medical service within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the corporation.

ARTICLE XII - AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orlando, Florida on this the 21 day of September, 2005.



E. ROGER ALILIN, JR. - INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority personally appeared E. Roger Alilin, Jr., to me well known to be the person described in and who subscribed the above Articles of

Incorporation, and he did voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Winter Park, in said County and State, this 21 day of September, 2005.




NOTARY PUBLIC

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date:

Sept 21, 2005


REGISTERED AGENT

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DIVISION OF CORPORATION