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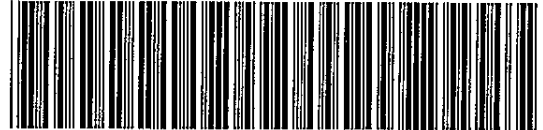
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton DEC 28 2005

TRANSMITTAL LETTER

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

SUBJECT: CERTIFICATE OF DOMESTICATION: James R Whitman MD, P.A.


Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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\$ 137.50 Total 

FROM: James R Whitman, MD

Name (printed or typed)

686 Norton St

Address

Longboat Key FL 34228

City, State & Zip

941-383-5960

Daytime Telephone Number

CERTIFICATE OF DOMESTICATION

The undersigned, James R Whitman, MD, President,
(Name) (Title)

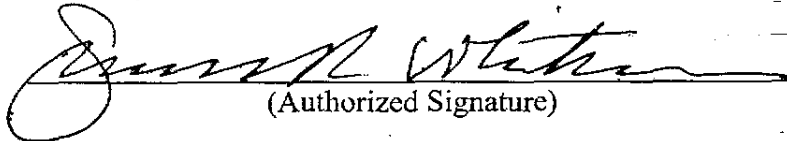
of James R Whitman, S.C. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was APRIL 16, 1993.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Wisconsin, U.S.A.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was James R Whitman, S.C.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is James R Whitman MD, P.A.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Wisconsin U.S.A.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of James R Whitman MD, P.A.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 14 day of DECEMBER, 2005.


(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION/ASSOCIATION
Of

James R Whitman MD, P.A.

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

I, the undersigned, natural person of the age of eighteen (18) years or more, citizen of the United States, acting as incorporator of a corporation under the Florida Corporation Act, do hereby adopt the following articles of incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation shall be:

James R Whitman MD, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business/mailing address is:

686 Norton St.

Longboat Key FL 34228

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III - PURPOSE

The purpose for which the corporation is organized is:

This corporation may engage in the transaction of any and all activities permitted under the Laws of Florida and the United States of America, under Statute §621 professional service, for the purpose of engaging in every aspect of the practice of medical doctor.

ARTICLE IV - SHARES

The number of shares of stock is:

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock each

with a par value of One Dollar (\$1.00). Common shares and the holders thereof shall have cumulative voting rights, and each shareholder shall have pre-emptive rights to subscribe for or acquire any treasury shares or any additional share of any class of the corporation if such shares hereby or hereafter authorized or issued.

ARTICLE V - INITIAL DIRECTORS

The name(s), address(es) and title(s):

a) The number of directors constituting the initial Board of Directors is ONE and the name(s) and address(es) of those who are to serve as director(s) until the first annual meeting of the shareholders or until their successors are elected and succeed are/is:

Doctor James Whitman- DIRECTOR

686 Norton Street

Longboat Key FL 34228

b) The number of directors of the corporation set forth in (a) of the article shall constitute the authorized number of directors until changed by an amendment of a by-law duly enacted by the vote or written consent of the holders of a majority of the then outstanding shares of stock of the corporation.

ARTICLE VI - REGISTERED AGENT

The name and Florida Street address of the registered agent is:

Bob Parrish CPA

5390 Gulf of Mexico Dr Ste 102

Longboat Key FL 34228

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is

Doctor James Whitman

686 Norton Street

Longboat Key FL 34228

Article VIII - Duration and Continuity

1. Duration

The duration of this Corporation shall be perpetual subject to the provisions of the laws of the State of Florida. No officer or director shall have the power to dissolve the Corporation by his or her independent act of any kind.

2. Continuity

The Corporation shall not be terminated, dissolved, or in any similar manner affected by the death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer, retirement, or expulsion of any one or more of the officers or directors.

Article IX – Conflict of Interests

No contract or other transaction between the Corporation and any other Corporation, corporation, person or other entity and no other act of the Corporation with relation to any other Corporation, Corporation, entity or person shall in the absence of fraud, in any way be invalidated or otherwise affected by the fact that any one or more of the directors of the Corporation are pecuniarily or otherwise hold interest(s) or indirect interest(s) in, or are directors or officers of such other entity. Any directors or officers of, such other entity may vote upon any contract or other transaction between the Corporation and any subsidiary of affiliated entity or other form of relationship. Any director of the Corporation individually, or any firm or Corporation of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact s/he individually or as a member of such firm or Corporation is such a party or so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and in any case described in this paragraph, any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction.

Article X – Indemnification

1

Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which s/he may or may not be a party, or in which s/he may become involved, by reason of his being or having been a director, officer, or employee of the corporation, or any settlement thereof, whether or not s/he is a director, officer, or employee at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation. Or, by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director, officer, or employee and shall reimburse each such person for all legal and other expenses reasonably incurred and fully indemnified. The rights accruing to any person under the foregoing provisions shall not exclude any other rights to which s/he may be lawfully entitled no shall anything herein contained restrict the right of the association to indemnify or reimburse such person in any proper case even though not specifically herein provided for. Article Seven of this document shall apply. Furthermore, if control of the corporation has changed, the new controlling party shall permit the controlling party at the time of the action, cause of action, or other issue – if the party herein named as the incorporator is the party involved to apply this section in his or her sole discretion. The foregoing exclusive of all other rights to which such directors, officer, or employee may be entitled.

2

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted by him and incurred by him in any such capacity, or arising from this status as such, whether or not the corporation would have power to indemnify him against such liability under the first part of this article.

3

Every director, officer, or employee of the corporation shall be reimbursed by the corporation against all expenses and liabilities, incurred by such person for the benefit of the corporation, used by the corporation, or for any expenses paid by such person OR for which any government agency, administrative function, judiciary or law enforcement function might disallow as deductible by the person, or if judged as taxable to the person the corporation shall be obligated to reimburse the person for all costs including costs of meeting demands or requests, litigation, accounting, tax preparation, etc.

4

In the event of a change in control, the corporation shall establish an Escrow Reserve of \$2,000,000 as security for its obligations under the Indemnification Agreement and all amounts owing both herein identified, and accrued or to be accrued on the books of the corporation maintained in conformance with acceptable accounting practices, to the original shareholder/incorporator are due immediately to the original shareholder/incorporator without demand, or the aforesaid's assigns or heirs and the subsequent party(ies) including limited liability organizations of any type, individuals, those making decisions to take control, including bankruptcy trustees, government(s), agents or representatives of governments, including administrative, legislative and judicial, non-limited liability entities, individuals or others taking such control assume, and guaranteed by the subsequent control, the party assumes this liability and guarantee(s) by retention of liquid funds to meet the obligation, nor shall cause the corporation or its successor to fail to meet this obligation payment as enumerated within this article before other liabilities or expenses regardless of priority or lien status. Cause or making decisions to lead to make the corporation fail to meet this obligation will make the person or entity responsible for meeting the obligations within this article.

5

In the event of any merger, consolidation or reorganization in which the corporation is not the surviving entity, or the original incorporator/shareholder herein, or sale of all or substantially all of the corporation's assets, the corporation shall ensure that the Indemnification Agreement is assumed by the surviving entity or otherwise provide for the satisfaction of its obligations thereunder; and

6

In the event of any liquidation, dissolution, or other "closing down" the original shareholder/incorporator shall be immediately paid all amounts owing as enumerated within this article, and good business practice shall

be followed to mitigate or reimburse the original shareholder/incorporator any action(s) against the original shareholder/incorporator.

7

If a subsequent controlling entity shall fail or cause the corporation failure to meet the annual filing requirements without reinstatement, then paragraph f and other applicable paragraphs of this article shall be followed.

8

If any paragraph of this article shall be nullified, such action shall not nullify any other part of this article or the incorporation charter or articles of incorporation.

Article XI - Legality

If any phrase, clause, sentence, paragraph, or provision of these Articles of Association is void or illegal, it shall not impair or affect the balance of these Articles, and the undersigned original members of the Association do hereby declare that they would have signed and executed the balance of these Articles without such void or illegal provision.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Signature/Registered Agent Date

Bob Parrish CPA 12/14/2005

Signature/Incorporator Date

James Whitman 12/14/2005

United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

JAMES R. WHITMAN, S.C.

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is April 16, 1993.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.1622 or 183.0120 Wis. Stats., and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have herunto set
my hand and affixed the official seal of the
Department on December 14, 2005.



A handwritten signature in dark ink, appearing to be "Ray Allen".

RAY ALLEN, Deputy Administrator
Division Of Corporate & Consumer Services
Department of Financial Institutions