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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Digestive & Liver Associates of Tampa Bay, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR PROFESSIONAL ASSOCIATION
OF

DIGESTIVE & LIVER ASSOCIATES OF TAMPA BAY, P.A.

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provision of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

Digestive & Liver Associates of Tampa Bay, P.A. shall be the name of this Corporation. The principal place of business and mailing address of the Corporation shall be: 5767 49th Street N., St. Petersburg, FL 33709.

ARTICLE II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

A. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by doctors of medicine.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be doctors of medicine in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock at \$1.00 per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the Corporation's stock and certificates shall be issued only to doctors of medicine in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE IV

DURATION

This Corporation shall have perpetual existence.

ARTICLE V

SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VI

REGISTERED AGENT

The address of this Corporation's initial registered office shall be 5767 49th Street N., St. Petersburg, FL 33709, and the name of its initial registered agent at said address shall be Jayaprakash K. Kamath. Having been so named to accept said service of process, said registered agent hereby accepts said designation of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

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ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is as follows:

Jayaprakash K. Kamath
5767 49th Street N.
St. Petersburg, FL 33709

ARTICLE VIII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this Corporation shall be:

Jayaprakash K. Kamath
5767 49th Street N.
St. Petersburg, FL 33709

ARTICLE IX

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

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ARTICLE XI

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INDEMNIFICATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

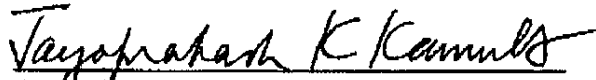
The Corporation shall indemnify any officer or director, or any former officers or director, to the full extent permitted by law.

ARTICLE XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 10 day of May, 2007.


Jayaprakash K. Kamath, Incorporator and
Registered Agent