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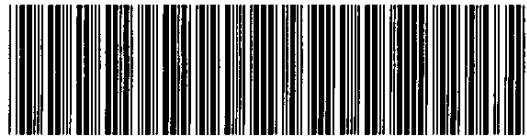
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LUDWIG & ASSOCIATES P.A.

ATTORNEYS AT LAW

Business, Employment, Aviation & Immigration

PHONE: (904) 281-0145

FAX: (904) 493-0384

5150 BELFORT ROAD SOUTH
BUILDING 500

JACKSONVILLE, FLORIDA 32256

Jeffrey R. Ludwig, Esq.

August 29, 2007

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

Re: William D. Gill, M.D., P.A. - Articles of Incorporation

Please find enclosed Articles of Incorporation for William D. Gill, M.D., P.A. and a filing check for \$70.00. Please have these filed and return a conformed copy to me. I am enclosing an addressed, stamped envelope for your use.

If you should need anything further, please contact me immediately.

Very truly yours,


Jeffrey R. Ludwig

JRL/mh

Enclosures

cc: William D. Gill, M.D.

**ARTICLES OF INCORPORATION
OF
WILLIAM M. GILL, M. D., P.A.**

ARTICLE I

The name of this corporation is: William M. Gill, M.D., P.A. The principal office of the corporation is located at Baptist Medical Center, Pulmonary Division, 800 Prudential Drive, Jacksonville, Florida 32207.

ARTICLE II

The existence of this corporation shall commence upon the filing of these Articles. This corporation shall thereafter have perpetual existence.

ARTICLE III

The purpose for which this corporation is organized is the practice of medicine and to carry on any other lawful activity permitted by Chapter 621 of the Florida Statutes and not specifically precluded by any provision of Section 621.08 thereof.

ARTICLE IV

The aggregate number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) shares, consisting of one class only, designated as "common stock," one dollar (\$1.00) par value. Each issued and outstanding share shall be entitled to one vote. The shareholders, by either shareholders' agreement recorded in the minute book or bylaw provision, may impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V

No holder of the common stock shall be entitled as a matter of right to subscribe for, purchase or receive any part of any issue of additional stock or shall have any preemptive right to subscribe or purchase the same.

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ARTICLE VI

The initial number of directors for the corporation shall be one (1) and the shareholders, from time to time, in accordance with the bylaws and Article XII hereof, may change the number of directors, but in no case shall be less than one (1) director.

ARTICLE VII

The names and post office addresses of the first Board of Directors, who each shall hold office for the first year of existence of the corporation or until his or her successor is elected or appointed and qualified are:

William M. Gill, M.D.	Baptist Medical Center
	Pulmonary Division
	800 Prudential Drive
	Jacksonville, Florida 32207

ARTICLE VIII

The name and post office address of the incorporator of these Articles of Incorporation is William M. Gill, Baptist Medical Center, Pulmonary Division, 800 Prudential Drive, Jacksonville, Florida 32207.

ARTICLE IX

The address of the initial registered office of this corporation is 5150 Belfort Road S, #500, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at that address is Ludwig & Associates, P.A.

ARTICLE X

All of the shareholders, directors and officers of the corporation are required at all times to be persons licensed to practice medicine in the State of Florida. If any shareholder, director, agent or employee of the corporation who has been rendering professional medical services to the public becomes legally disqualified to render professional medical services in the State of Florida, or such person accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of professional medical services, then such person shall sever all employment with, and financial interests in, the corporation, subject to the terms of any bylaws or written agreements by and between such person and the corporation and/or the other shareholders which are not inconsistent with the requirements of the laws of the State of Florida. If at any time all of the shareholders of the corporation shall cease, at any one

time and for any reason, to be licensed to practice medicine in the State of Florida, the corporation shall thereupon be deemed to be converted into and shall henceforth be operated solely as a business corporation.

ARTICLE XI

The Board of Directors is specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set out his hand and seal this 22nd day of August, 2007.



WILLIAM M. GILL

**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That William M. Gill, M.D., P.A., is a professional corporation duly organized and existing under the laws of the State of Florida, has named Ludwig and Associates, P. A., located at 5150 Belfort Road S., #500, Jacksonville, Florida 32256, as its agent to accept service of process within this state.

WILLIAM M. GILL, M.D., P.A.

By: 

William Gill

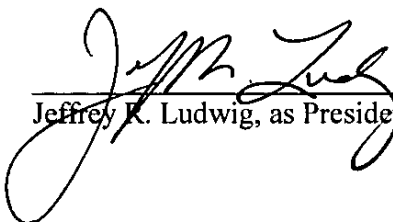
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Date

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ACCEPTANCE

Having been named to accept service of process for William M. Gill, M.D., P.A., at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

08-22-2007
Date


Jeffrey R. Ludwig, as President