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STATE OF FLORIDA
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FROM: MAHONEY ADAMS & CRISER, P.A.
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: JACKSONVILLE PULMONARY ASSOCIATES, INC.

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

JACKSONVILLE PULMONARY ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Jacksonville Pulmonary Associates, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II

Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be 1801 Barrs Street, Suite 810, Jacksonville, Florida 32204.

ARTICLE III

Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding seventy-five percent (75%) or more of the capital stock of this corporation eligible to vote thereon shall be required to any plan of merger or consolidation, whether or not such approval is required by law.

.inda S.R. Gamind, Esq.
lahoney Adams & Criser, P.A.
'ost Office Box 4099
'acksonville, Florida 32201
'904) 354-1100
'lorida Bar No. 0848352

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ARTICLE IV

Initial Registered Agent and Address

The name of the initial registered agent and the street address of the initial registered office of this corporation are:

Mitchell Rothstein, M.D.
Jacksonville Pulmonary Associates, Inc.
1801 Barrs Street, Suite 810
Jacksonville, Florida 32204

ARTICLE V

Incorporator

The name of the incorporator and the street address of the incorporator of this corporation are:

Mitchell Rothstein, M.D.
Jacksonville Pulmonary Associates, Inc.
1801 Barrs Street, Suite 810
Jacksonville, Florida 32204

ARTICLE VI

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days (exclusive of legal holidays) after they are executed, corporate existence shall commence upon their filing by the Department of State.

ARTICLE VII

Purposes

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE VIII

Directors

Section 8.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time pursuant to procedures set forth in the bylaws, but shall never be less than two (2).

Section 8.2. Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

NAME	STREET ADDRESS
Mitchell Rothstein, M.D.	1801 Barrs Street, Suite 810 Jacksonville, Florida 32204
Steven M. Krawtz, M.D.	1801 Barrs Street, Suite 400 Jacksonville, Florida 32204

Section 8.3. Compensation. In accordance with the Bylaws, the board of directors may be paid reasonable compensation and expenses associated with their service as directors. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor as authorized by the board of directors.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents, to the full extent permitted by law.

ARTICLE IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by majority vote of either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to alteration, amendment or repeal by the directors.

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by the approval of seventy-five percent (75%) or more of the capital stock of this corporation eligible to vote thereon.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 26th day of December, 1994.

MITCHELL ROTHSTEIN, M.D., Incorporator

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CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

JACKSONVILLE PULMONARY ASSOCIATES, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates Mitchell Rothstein, M.D., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1801 Barrs Street, Suite 810, Jacksonville, Florida 32204.

Dated: 12/26/94

MITCHELL ROTHSTEIN, M.D., Incorporator

ACCEPTANCE

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

Dated: 12/26/94

MITCHELL ROTHSTEIN, M.D., Registered Agent

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