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A MEMBER OF THE CHARTERED
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95000006631

January 20, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Drs. Conrad and Conrad, P.A.; Incorporation

Gentlemen:

Enclosed are Articles of Incorporation Drs. Conrad and Conrad, P.A. Also enclosed is the incorporator's check in the amount of \$122.50, representing the filing fee (\$35.00), the fee for designation of a registered agent (35.00) and the fee for a certified copy of the Articles of Incorporation (\$52.50). Please file the enclosed articles and return a certified copy of the articles to me at the address indicated above.

If you have any questions concerning this matter, please do not hesitate to call.

Sincerely,

Vitauts M. Gulbis

cc: Matthew Conrad, M.D.
R. Andrew Rock, Esq.

1995 JAN 23 PM 3:09

ARTICLES OF INCORPORATION
OF
DRS. CONRAD & CONRAD, P.A.

THE UNDERSIGNED, acting as sole incorporator of DRS. CONRAD & CONRAD, P.A. under Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is

DRS. CONRAD & CONRAD, P.A.

ARTICLE II
Business and Activities

This corporation may, and is authorized to, engage in any the practice of medicine and all of its specialties and may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and own real or personal property necessary for the rendition of professional services activity in accordance with the provisions of Chapter 621 of the Florida Statutes.

ARTICLE III
Shares

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Dollar (\$1.00) par value per share.

ARTICLE IV
Preemptive Rights

There shall be no preemptive rights with respect to new stock of this corporation.

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TALLAHASSEE, FLORIDA

ARTICLE V
Principal Office

The address of the Principal Office of the corporation is 8910 Cessna Drive, New Port Richey, Florida 34654. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
Mailing Address

The mailing address of the corporation is 8910 Cessna Drive, New Port Richey, Florida 34654.

ARTICLE VII
Initial Registered Office and Agent

The address of the Initial Registered Office of the corporation is 8910 Cessna Drive, New Port Richey, Florida 34654 and the Initial Registered Agent at such address is Matthew H. Conrad, M.D.

ARTICLE VIII
Initial Board of Directors

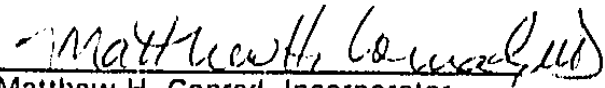
The number of Directors constituting the Initial Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and shall qualify are as follows:

Matthew H. Conrad	8910 Cessna Drive New Port Richey, Florida 34654
Teresa L. Conrad	8910 Cessna Drive New Port Richey, Florida 34654

ARTICLE IX
Incorporator

The name and address of the sole incorporator of the corporation is: Matthew H. Conrad, M.D., 8910 Cessna Drive, New Port Richey, Florida 34654

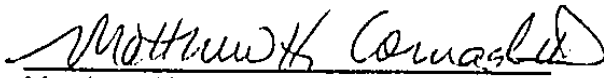
IN WITNESS WHEREOF, these Articles have been signed by the undersigned Incorporator this 20th day of January, 1995.


Matthew H. Conrad, Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 20th day of January, 1995.


Matthew H. Conrad,
Registered Agent

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