

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Progressive T.V. Therapy, P.A.

P95000006812

	C.C. FEE.	DISBURSED
_____ Corp. Express		
_____ Art. of Amend. File		
_____ Corp. Sec. State		
_____ Int. Franchise		
_____ Foreign Corp. File		
✓ () Cert. Cop (s)		
_____ Dissolution/Withdrawal		
_____ C U S-		
_____ Fictitious Name File		
_____ Name Reservation		
_____ Annual Report/Reinstatement		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s. _____ Copies		
_____ Courier Service		
_____ Shipping/Handling		
_____ Photo ()		
_____ Top Priority		
_____ Express Mail Prep.		
_____ FAX () pgs.		
SUBTOTALS		

3000001 990073
 -01/26/95--01031--016
 122.50122.50

SECRETARY OF STATE
 JAN 26 AM 11:02
 FILED

JAN 26 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____			
TIME _____			CK No. _____
BY <u>W</u>			

WALK-IN Will Pick Up 1-26 11:00

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
PROGRESSIVE I.V. THERAPY, P.A.
A PROFESSIONAL CORPORATION

FILED
95 JAN 21 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, all of whom are duly licensed registered nurses in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is PROGRESSIVE I.V. THERAPY, P.A.

ARTICLE II

The location and address of the corporation's initial registered office is 2172 Hillview Street, Sarasota, Florida 34239, County of Sarasota, State of Florida. The initial registered agent at the registered office is CHARLES W. WEBB.

ARTICLE III

The purpose for which the corporation is organized shall be to engage in and carry on a medical procedure within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the corporation may be

engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact by-laws to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

ARTICLE IV

The term of existence of the corporation is perpetual.

ARTICLE V

The professional services of the corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any patient wherein the right to select the person by which the services shall be rendered is delegated to the patient. This provision shall not be applicable to the extent it is in conflict with law or the professional rules of medical practice.

ARTICLE VI

The name and post office address of the incorporator is:

CHARLES W. WEBB, 2172 Hillview St., Sarasota, FL 34239

ARTICLE VII

The Board of Directors shall consist of six (6) members. This corporation, however, reserves the right and power to increase and decrease the number of directors as provided in the corporation by-laws or by appropriate action of the stockholders, but the number shall never be less than one (1). The names and addresses of the first Board of Directors are:

NAME	ADDRESS
STEVEN E. SIMMONS	2180 Hillview Street, Sarasota, FL 34239
MARY A. SIMMONS	2180 Hillview Street, Sarasota, FL 34239
LINDA J. TIMMONS	5221 23rd Street W., Bradenton, FL 34207
MARY M. MORETTI	440 Pine Ranch Tr., Osprey, FL 34229
KAREN VAN DER WEERT	440 Pine Ranch Tr., Osprey, FL 34229
THOMAS H. STREET	4979 Live Oak Dr., Sarasota, FL 34232

ARTICLE VIII

The corporation shall have authority to issue a total of seven thousand five hundred (7,500) shares of capital stock of the par value of ONE (\$1.00) DOLLAR per share, all of which shares shall be of one class and shall be designated as Common Voting Stock.

No share of stock of this corporation shall be issued or transferred to any person who is not a physician, duly licensed to practice medicine in the State of Florida.

The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the corporation.

To the extent permissible under the laws of the State of Florida, consent by vote or

otherwise of the holders of shares entitling them to exercise a majority of the voting power of the corporation shall be sufficient to sustain any action to be taken by the shareholders of the corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

ARTICLE IX

The corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

ARTICLE X

Corporation existence shall commence at the time of subscription and acknowledgement if these Articles of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgement thereof.

ARTICLE XI

The initial street address of the principal office of this corporation shall be 440 Pine Ranch Trail, Osprey, Florida, and the initial mailing address of the principal office of this corporation shall be 440 Pine Ranch Tr., Osprey, FL 34229. The stockholders may from time to time designate such other street address and mailing address and place for the principal office of this corporation as they may see fit.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, does make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certifies that the facts herein are true, on this 25th day of January, 1995.

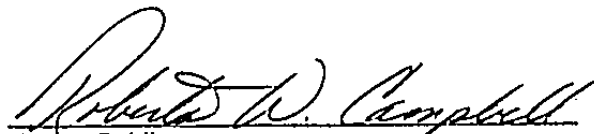
 (SEAL)
CHARLES W. WEBB

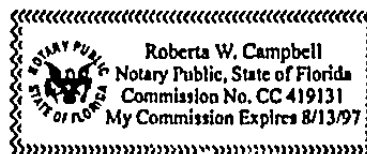
STATE OF FLORIDA

COUNTY OF SARASOTA

BEFORE ME, personally appeared CHARLES W. WEBB, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the county and state named above, this 25th day of January, 1995.


Notary Public
My Commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
25 JAN 26 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PROGRESSIVE I.V. THERAPY, P.A.
2. The name and address of the registered agent and office is:

CHARLES W. WEBB
Attorney at Law
2172 Hillview Street
Sarasota, FL 34239

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



CHARLES W. WEBB Registered Agent

Date: January 25, 1995