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PLEASE REPLY TO
FORT MYERS OFFICE
February 7, 1995

ARTHUR R. KNUDSEN, JR.
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Secretary of State
Division of Corporations
P.O. Box 632
Tallahassee, FL 32314

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Re: J. Mark Pennington, M.D., P.A.
Articles of Incorporation

Gentlemen:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of J. Mark Pennington, M.D., P.A., along with our check in the amount of \$122.50 filing fee. I am also enclosing a self-addressed stamped envelope for use in returning the certified copy.

Very truly yours,



C. Michael Jackson

CMJ:djh
Enclosures

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DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
J. MARK PENNINGTON, M.D., P.A.

The undersigned incorporator, for the purpose of forming a professional service corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be J. MARK PENNINGTON, M.D., P.A.

ARTICLE II

The corporation shall have the power to render personal medical and surgical services to the public by and through its shareholders which must at all times be duly licensed medical doctors in the State of Florida, and engage in all other activities permitted by law.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is One Thousand (1,000) shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. Each holder of common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address are:

J. Mark Pennington
1640 Bayshore Drive
Terra Ceia, Florida 34250

ARTICLE VIII

The initial registered agent of the corporation is J. Mark Pennington. The street address of the corporation's initial registered office is:

1640 Bayshore Drive
Terra Ceia, Florida 34250

ARTICLE IX

The address of the principal place of business of this corporation is:

1640 Bayshore Drive
Terra Ceia, Florida 34250

ARTICLE X

The mailing address of this corporation is:

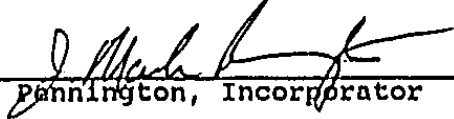
P.O.Box 58
Terra Ceia, Florida 34250

ARTICLE XI

The name and address of the incorporator to these Article of Incorporation are:

J. Mark Pennington
1640 Bayshore Drive
Terra Ceia, Florida 34250

The undersigned incorporator has executed these Articles of
Incorporation this 6 day of February, 1995.



J. Mark Pennington, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned personal service 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:

J. Mark Pennington, M.D., P.A.

2. The name and address of the registered agent and office are:

J. Mark Pennington
1640 Bayshore Drive
Terra Ceia, Florida 34250

HAVING BEEN NAMED IN THE STATE OF FLORIDA AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PERSONAL SERVICE CORPORATION, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Date: 2/6/95



J. Mark Pennington