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REFERENCE : 574622 81291A

AUTHORIZATION :

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COST LIMIT : * PREPAID

ORDER DATE : April 10, 1995

ORDER TIME : 10:32 AM

ORDER NO. : 574622

CUSTOMER NO: 81291A

CUSTOMER: Vickie L. Parker, Legal Asst
WILDER & ASSOCIATES

1132 Symonds Avenue

Winter Park, FL 32789

DOMESTIC FILING

NAME: MARK D. SMITH, D.O., P.A.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbi Skipper

EXAMINER'S INITIALS:

T BROWN APR 11 1995

FILED
95 APR 10 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

MARK D. SMITH, D.O., P.A.

FILED
95 APR 10 AM 8 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, who is licensed and otherwise legally authorized to practice medicine in the State of Florida, intends to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name and Mailing Address. The name of this corporation is MARK D. SMITH, D.O., P.A. and its mailing address is 231 Forest Trail, Oviedo, FL 32765.

ARTICLE II

Purpose. The purposes for which this Corporation is formed are:

1. To engage in the practice of medicine as a professional corporation for the purposes of providing medical care and treatment.
2. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.
3. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence This corporation shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent The street address of the initial registered office of this Corporation is 1132 Symonds Avenue, Winter Park, Florida 32789, and the name of the initial registered agent of this Corporation at the address is CHARLES D. WILDER.

ARTICLE VI

Limitation on Issuance and Transfer of Stock This Corporation shall not issue any of its capital stock, nor shall any shareholder of this Corporation sell or transfer his shares in the Corporation, to anyone not licensed to practice medicine in the State of Florida.

ARTICLE VII

Number of Directors The Board of Directors of this Corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the Corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors The name and street address of each member of this Corporation's first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
MARK D. SMITH	231 Forest Trail, Oviedo, FL 32765

ARTICLE IX

Subscriber The name and street address of each subscriber to these Articles of Incorporation are as follows.


Name	Address
MARK D. SMITH	231 Forest Trail, Oviedo, FL 32765

ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 4 day of April, 1995.

 D.O.
MARK D. SMITH, D.O.

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MARK D. SMITH, to me personally known, or who produced a Florida Driver's License, the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of April, 1995.


NOTARY PUBLIC



OFFICIAL SEAL
VICKIE L. PARKER
My Commission Expires
March 17, 1996
Comm. No. CC 187077

**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT**

MARK D. SMITH, D.O., P.A.

FILED
95 APR 10 AM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

I. MARK D. SMITH, D.O., P.A., desiring to organize under and in accordance with laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 1132 Symonds Avenue, Florida 32789, has named CHARLES D. WILDER whose business office is located at 1132 Symonds Avenue, Winter Park, County of Orange, State of Florida, its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent for MARK D. SMITH, D.O., P.A., I hereby accept the designation and agree to act as the Registered Agent of said corporation.



CHARLES D. WILDER

Dated: April ____, 1995.