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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMITH
SAUER
DEMARIA
& JOHNSON
ATTORNEYS AT LAW

April 6, 1995

G. Thomas Smith
Board Certified
Real Estate Attorney

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-04/13/95-01045--020
*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32534

Re: John F. Wade, III, M.D., P.A.

To Whom It May Concern:

Enclosed please find the executed original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed please find a check in the amount of $70.00 for the filing fee.

Please file the enclosed Articles and return a stamped filed copy to the undersigned at your earliest convenience.

Do not hesitate to call should you have any questions concerning this matter.

Sincerely,

Michele M. Lane

Michele M. Lane
Legal Secretary to
G. Thomas Smith

/mml
Enclosures: Articles of Incorporation
Check in the amount of $70.00 APR 1 8 1995 BSB

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510 E. ZARAGOZA • POST OFFICE BOX 12446 • PENSACOLA, FLORIDA 32582-2446 • 904-434-2761 • FAX 904-438-8860

ARTICLES OF INCORPORATION

OF

JOHN F. WADE III, M.D., P.A.

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SECRETARY OF STATE

The undesigned subscriber to these Articles of Incorporation, who is duly licensed to practice medicine in the State of Florida, hereby forms a professional service corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Act of the Florida Statutes, intending thereby to comply with the Rules and Regulations of the Florida State Board of Medical Examiners and does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation is JOHN F. WADE III, M.D., P.A.

ARTICLE II - DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III - PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in every aspect in the practice of Internal and Pulmonary Medicine and all fields of specialization related thereto as well as all other fields of Medicine as are engaged in by licensed medical physicians.

B. To engage and render professional services involved only through its officers, employees, and agents who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stock, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth, or any amendment thereof, and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock at $1.00 per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificated may be issued only to physicians in good standing and duly licensed within the State of Florida to render the same professional services as the corporation.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida is 1717 North E Street, Suite 222, Pensacola, Florida 32501. The name of the initial registered agent for the corporation at that address is John F. Wade III, M.D.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial board of Directors is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

NAME	STREET ADDRESS
John F. Wade III, M.D.	1717 North E Street Pensacola, Florida 32501

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation, who is a physician duly licensed within the State of Florida to render the same professional service as this corporation, is:

NAME	STREET ADDRESS
John F. Wade III, M.D.	1717 North E Street Pensacola, Florida 32501

ARTICLE VIII - SHAREHOLDERS

Shares of this corporation's capital stock may be issued only to physicians who are duly licensed within the State of Florida to render the same professional service as this corporation. No shareholder of this corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all his or her shares. Proxies may be given only to other shareholders.

ARTICLE IX - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that, pursuant to existing law, places restrictions or limitations of his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account for professional services. The corporation shall forthwith upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X - INDEMNIFICATION

T. e corporation shall indemnify any Director of officer, or any former Director or former office, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders' meeting by a majority, or such greater number as may be specified in the bylaws, of the shares of stock entitled to vote thereon, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 6th day of April, 1995.

John F. Wade III, M.D.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared John F. Wade III, M.D., known to me to be the individual described in and who executed the foregoing Articles of Incorporation, or who produced a Florida Drivers License and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last afores ' l this 6th day of April, 1995.

Notary Public

My Commission Expires:

NOTARY PUBLIC; STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES: JUNE 01, 1995
BONDED THRU AGENT'S NOTARY BROKERAGE

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of John F. Wade III, M.D., P.A., which is contained in the foregoing Articles of Inc poration, and agrees to comply with the statutory provisions relative to the maintenance of a registered office.

John F. Wade III, M.D.