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REFERENCE : 610618 83321A

AUTHORIZATION :

COST LIMIT :

ORDER DATE : June 6, 1995

ORDER TIME : 10:49 AM

ORDER NO. : 610618

CUSTOMER NO: 83321A

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CUSTOMER: Pamela S. Mann, Legal Asst
HARVEY WADDELL & MONAHAN

101 North J Street, Suite 1

Lake Worth, FL 33460

DOMESTIC FILING

NAME: GASTROENTEROLOGY SPECIALISTS
OF THE PALM BEACHES, P.A.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS:

T. BROWN JUN - 7 1995

FILED
95 JUN -6 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

GASTROENTEROLOGY SPECIALISTS OF THE PALM BEACHES, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The subscriber to these Articles of Incorporation is a natural person over the age of 18 years, duly licensed by the State of Florida to conduct the practice of medicine, who presents these Articles for the formation of corporation under the Professional Service Corporation Act and other applicable laws of the State of Florida.

I

NAME

The name of the Corporation is GASTROENTEROLOGY SPECIALISTS OF THE PALM BEACHES, P.A.

II

PURPOSE AND POWERS

The purpose for which this Corporation is formed is to carry on and conduct the practice of medicine under the Laws of the State of Florida through the individual authorized by that law to render such services as an individual.

In furtherance of the above purpose, the Corporation shall have the power to do the following:

1. To invest, the funds of the Corporation in real estate, mortgages, banks, or any other type of investment, and to own real and personal property to be used for the private practice of medicine.

2. To do anything necessary and proper for the accomplishment of the purposes or exercises of the powers of the Corporation necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to this accomplishment of the purposes or exercise of the powers of the Corporation.

III

CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any on time is 1,000 shares of common stock having a par value of \$1.00 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida and a member in good standing of the State of Florida, Department of Business and Professional Regulation, Board of Medicine.

IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 7420 Westlake Drive, Lake Clarke Shores, Florida, 33406, and the same name of its initial Registered Agent at that address is PATRICK J. WELCH.

V

INITIAL CAPITAL

The amount of capital with which the Corporation will begin business is \$1,000.00.

VI

TERM OF EXISTENCE

The term of the Corporation is perpetual.

VII

INITIAL ADDRESS

The initial post office address of the principal office of the Corporation in the State of Florida is 7420 Westlake Drive, Lake Clarke Shores, Florida, 33406.

VIII

INITIAL DIRECTORS

The names and residence addresses of the only member of the first board of directors is:

PATRICK J. WELCH
7420 Westlake Drive
Lake Clark Shores, FL 33406

IX

DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire board shall not be fewer than one and subject to such minimum may be increased from time to time by amendment to the bylaws of the Corporation in a manner not prohibited by law.

X

CUMULATIVE VOTING

At each election for directors, every holder of the capital stock shall have the right to vote, in person or by proxy, the number, of shares registered in his name for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

XI

RESTRAINT ON ALIENATION OF SHARES

1. The shareholders of the Corporation shall have the power to include in the bylaws, adopted by a two-thirds majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders or in the event of the death of its shareholders.

2. The manner and form, as well as the relevant terms, conditions and details of any regulation or restriction shall be determined by the shareholder of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

3. No shareholder of the corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at the stockholder's meeting specially called for such purpose.

XII

SUBSCRIPTION TO SHARES

The name and residence address of the person signing the Articles of Incorporation as a subscriber, who is duly licensed to practice medicine in the State of Florida, the number of shares of stock he agrees to purchase, and the value of the consideration thereof are:

PATRICK J. WELCH
7420 Westlake Drive
Lake Clarke Shores, FL 33406

100 shares for \$1,000.00

IN WITNESS WHEREOF, I have signed and acknowledged these Articles of Incorporation the 5th day of June, 1995.

Signed in the presence
of:

Pamela S. Mann
Pamela S. Mann

Patrick J. Welch
Patrick J. Welch

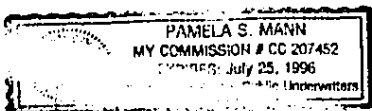
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared PATRICK J. WELCH, and who, being duly sworn, acknowledged before me that he signed the foregoing Articles of Incorporation for the uses and purposes therein set forth.

Dated this 5th day of June, 1995.

Pamela S. Mann
NOTARY PUBLIC

My Commission Expires:



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95 JUN -6 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of GASTROENTEROLOGY SPECIALISTS OF THE PALM BEACHES, P.A. which is contained in the foregoing Articles of Incorporation.

DATED this 5th day of June, 1995.

Patrick J. Welch
PATRICK J. WELCH