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ROGERS, BOWERS, DEMPSEY AND PALADINO

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May 26, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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-05/30/95--01063--017
****245.00 ****122.50

In re: Atlantis Physicians II, Inc. and Atlantis Physicians III, Inc.

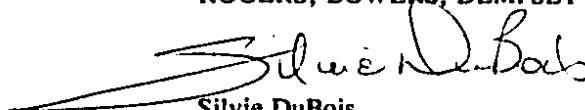
Dear Sir/Madam:

Enclosed you will find a check in the amount of \$245.00 to cover the filing fee and cost of a certified copy of the Articles of Incorporation for the above-captioned corporations. As you will note from your records, there currently exists a corporation by the name of "Atlantis Physicians, Inc." This corporation is a sister corporation to Atlantis Physicians II, Inc. and Atlantis Physicians III, Inc. in which all the directors and owners will be the same.

If you have any questions, or require additional information, please give me a call.

Very truly yours,

ROGERS, BOWERS, DEMPSEY AND PALADINO


Silvie DuBois
Legal Assistant

/srd
Enclosure
a/s

FILED
95 MAY 30 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 6
6-7

**ARTICLES OF INCORPORATION
OF
ATLANTIS PHYSICIANS II, INC.**

FILED
MAY 30 1963
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ATLANTIS PHYSICIANS II, INC. and its principal place of business is 5301 South Congress Avenue, J.F.K. Medical Center, Radiology Dept., Atlantis, Florida 33462.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of conducting any and all lawful business within the State of Florida.

ARTICLE IV - BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than (1). The name and address of the initial director of this corporation is:

**HOWARD G. BUTLER, M.D.
J.F.K. Medical Center, Radiology Dept.
5301 South Congress Avenue
Atlantis, Florida 33462**

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5301 South Congress Avenue, J.F.K. Medical Center, Radiology Dept., Atlantis, Florida 33462, and the name of the initial registered agent of this corporation at that address is HOWARD G. BUTLER, M.D.

ARTICLE VI - CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such share is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

ARTICLE VII - INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

HOWARD G. BUTLER, M.D.
J.F.K. Medical Center, Radiology Dept.
5301 South Congress Avenue
Atlanta, Florida 33462

ARTICLE IX - OFFICERS

The following named person shall be all the officers of this corporation from its inception and until their successors are duly elected and qualified:

HOWARD G. BUTLER, M.D. President/Vice President/Secretary/Treasurer

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 26th day of May, 1995.


HOWARD G. BUTLER, M.D.

STATE OF FLORIDA)
) s.s.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared HOWARD G. BUTLER, M.D. who is personally known to me and who did not take an oath, and that he executed the foregoing instrument, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal, in the state and county aforesaid, this 26th day of May, 1995.



OFFICIAL SEAL
RICHARD PALADINO
My Commission Expires
Feb 11, 1996
Comm. No. CC 179720


Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, ATLANTIS PHYSICIANS II, INC. desiring to organize under the laws of the State of Florida with its principal office located in the City of Atlantis, County of Palm Beach, State of Florida, has named HOWARD G. BUTLER, M.D. whose address is 5301 South Congress Avenue, J.F.K. Medical Center, Radiology Dept., Atlantis, Florida 33462, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named as the registered agent for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: May 26th, 1995


HOWARD G. BUTLER, M.D.

SD36/Atlantis.II

FILED
95 MAY 30 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA