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- Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

June 29, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

8000001529248
-07/03/95--01046--012
****122.50 ****122.50

Re: Palm Bay Medical Clinic, Inc.

Dear Sir or Madam:

Enclosed are two (2) original Articles of Incorporation and Registered Agent forms for the captioned corporation.

One (1) original is to be filed in your office and one (1) original is to be certified and returned to this office. Also enclosed is our firm's check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

7/7/95
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ARTICLES OF INCORPORATION
OF
PALM BAY MEDICAL CLINIC, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is PALM BAY MEDICAL CLINIC, INC.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 20,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 5672 Orange Road, Jupiter, Florida 33458, and the name of the initial Registered Agent at that address is NEIL A. AHNER, M.D.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

Name

Address

NEIL A. AHNER, M.D.

5672 Orange Road
Jupiter, Florida 33458

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

Name

Address

NEIL A. AHNER, M.D.

5672 Orange Road
Jupiter, Florida 33458

ARTICLE EIGHT


8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date upon which these Articles of Incorporation are filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 9th day of June, 1995.

By:

 M.D.
NEIL A. AHNER, M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 9th
day of JUNE, 1995 by NEIL A. AHNER, M.D., who is
personally known to me or who produced the identification indicated
above his signature, and who did () or did not (X) take an oath.



CARL E. MAYER, JR.
COMMISSION # CC 308255
EXPIRES AUG 12, 1997
Bonded Through
*LAN INSURANCE SERVICES

A handwritten signature in cursive script, appearing to read "Carl E. Mayer, Jr.", written over a horizontal line.

Notary Public
Printed Name:
My Commission Expires:
My Commission Number:

ahner\docs\art-inc.bay

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that PALM BAY MEDICAL CLINIC, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5672 Orange Road, Jupiter, Florida 33458.

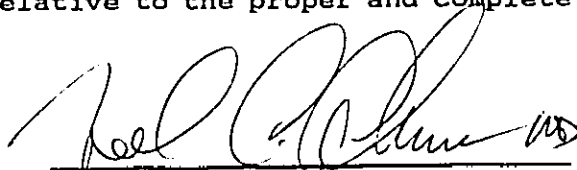
Second, named NEIL A. AHNER, M.D. located at 5672 Orange Road, Jupiter, Florida 33458, as its Agent to accept service of process within Florida.



NEIL A. AHNER, M.D.
Incorporator

DATE: June 9, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.



NEIL A. AHNER, M.D.
Registered Agent

DATE: June 9, 1995