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AUTHORIZATION : *Patricia Pyatt*

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CUSTOMER NO: 7971A

CUSTOMER: Emil C. Marquardt, Jr., Esq
MACFARLANE AUSLEY FERGUSON &
MCMULLEN
P. O. Box 1669

Clearwater, FL 34617

DOMESTIC FILING

NAME: OB/GYN ASSOCIATES OF TAMPA
BAY, P.A.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS: T. BROWN JUL 26 1995

FILED
65 JUL 26 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OB/GYN ASSOCIATES OF TAMPA BAY, P.A.**

FILED
95 JUL 26 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be OB/GYN ASSOCIATES OF TAMPA BAY, P.A., and its principal place of business shall be located at 494 Lucerne Avenue, Tampa, Florida 33606.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

1. To engage in every phase and aspect of rendering to the public the same professional services registered physicians licensed under the laws of the State of Florida are authorized to render, but such professional services shall be rendered only through its officers, employees, parties and agents who are duly licensed to practice medicine.

2. To invest the funds of the corporation in real estate, mortgages, stocks, bonds and other types of investments and to own real estate and personal property necessary for the rendering of such professional services.

3. To do everything necessary and proper for the accomplishment of any of the purposes or the attainment of the objects enumerated in these Articles of Incorporation or any amendment thereof, 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 the furtherance of the purposes or objects of the corporation.

The paragraphs of this Article II shall be construed as both objects and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of One Dollar (\$1.00) per share.

The common stock of the corporation may be issued as "Small Business Corporation" stock in accordance with the plans and provisions of Section 1244 of the Internal Revenue Code.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The initial registered office of this corporation shall be 400 Cleveland Street, Suite 800, Clearwater, Florida 34615, and the name of the initial registered agent of this corporation at that address shall be Emil C. Marquardt, Jr. The Board of Directors shall have the power to establish branch offices and to change the principal office of the corporation to any other address or addresses.

Meetings of the Stockholders and Directors of the corporation may be held at places within or without the State of Florida. No such meeting need be held at the principal office of the corporation, or at any office or place of business of the corporation, but may be held at any place specified in the Bylaws, or by the Board of Directors, or by any person or persons properly noticing or calling a meeting in accordance with the Bylaws.

ARTICLE VI

The initial Board of Directors for the corporation shall consist of two (2) Directors. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders of the corporation, and subject to the terms of any shareholders' agreement in effect, but shall never be less than one (1).

Directors, and the officers of the corporation elected by them in accordance with the Bylaws and subject to the terms of any shareholders' agreement in effect, shall hold office for a period of one (1) year after their election, or until their successors are duly elected and qualified.

ARTICLE VII

The names and addresses of the members of the first Board of Directors and Officers, who shall hold office for the first year of existence of the corporation, or until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Dr. Thomas Wimbrow	c/o Emil C. Marquardt, Jr., Esq. 400 Cleveland Suite 800 Clearwater, FL 34615	President

Dr. Howard Johnson

c/o Emil C. Marquardt, Jr., Esq.
400 Cleveland
Suite 800
Clearwater, FL 34615

Vice
President

ARTICLE VIII

The name and address of the subscriber of these Articles of Incorporation is Emil C. Marquardt, Jr., 400 Cleveland Street, Suite 800, Clearwater, Florida, 34615.

ARTICLE IX

No contract or other transaction between this corporation and any other firm, association or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in or are members, directors or officers of such other firm, association or corporation. Any Director, individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any Director of this corporation who is also a member, director or officer of such other firm, association or corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such member, director or officer of such other firm, association or corporation, or not so interested.

ARTICLE X

By shareholders' agreement or Bylaws, the corporation may determine how the Board of Directors is elected and how certain issues affecting the corporation are determined and restrict the transfer or encumbrance of any of its stock, including, but not limited to, provisions

for the transfer of stock owned by a retiring, disabled or deceased shareholder, or any shareholder required to sever financial interests in this corporation. The corporation shall have the sole power to adopt, amend or repeal Bylaws for the management of this corporation.

ARTICLE XI

Fifty-one percent (51 %) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of more than fifty percent (50%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders except, again, where a shareholders' agreement or Corporate Bylaws provide that a vote of four of the five Directors (a supermajority) is required on certain issues.

ARTICLE XII

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XIII

This corporation, by the terms of its Bylaws and pursuant to the terms of any shareholders' agreement in effect, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this ____ day of _____, 1995.

In the Presence of:

Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, an officer duly authorized to take acknowledgments in the State and
County set forth above, personally appeared _____, who executed
the foregoing Articles of Incorporation, and he acknowledged before me that he executed these
Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in
the State and County aforesaid, this ____ day of _____, 1995.

Print Name

Notary Public
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for OB\GYN ASSOCIATES OF
TAMPA BAY, P.A. at the place designated in this Certificate, I hereby accept and agree to act
in said capacity and agree to comply with the provisions of the Florida Corporation Act relative
to keeping open said office.

EMIL C. MARQUARDT, JR.

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