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LAW OFFICES

HUME & JOHNSON P.A. FILED

SUITE 301

1401 UNIVERSITY DRIVE

COHIAL SPRINGS, FLORIDA 32071-0000

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SECRET
TALLAHASSEE, FLORIDA

TELEPHONE 785-0880
AREA CODE 305
TELECOPIER 785-0899

JOHN HUME
HENRY W. JOHNSON
CATHERINE W. ZIPPAY
RICHARD B. DORROW

August 11, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/14/95--01067--009
*****70.00 *****70.00

Re: ROBERT E. PEARSON, M.D., P.A.

Ladies/Gentlemen:

We have enclosed an original and one copy of the Articles of Incorporation for the above-referenced corporation for filing. Also enclosed is our check in the amount of \$70.00 which represents the following:

| | |
|---------------------------------|----------|
| Filing Fee | \$ 35.00 |
| Designation of Registered Agent | 35.00 |

Total \$ 70.00

Please send us a filed copy in the enclosed self-addressed stamped envelope.

Please contact me if you have any questions.

Sincerely,

HUME & JOHNSON, P.A.

Melanie Williams

MELANIE WILLIAMS

/mw
Enclosure
(cf/703)

316

ARTICLES OF INCORPORATION
OF
ROBERT E. PEARSON, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ROBERT E. PEARSON, M.D., P.A.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in the medical practice, and all its and all its fields of specializations, as are engaged in the medical practice; for the purpose of engaging and rendering the professional services involved only through its officers, agents and employees who shall be in the medical practice in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation; for the purpose of investing its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law; for the purpose of engaging in no other business other than the rendition of the professional services specified herein; and for the purpose of doing everything necessary and proper and accomplishing the purposes herein set forth.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated "Common Shares." Shares of the corporation's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1671 SE Tenth Street, Deerfield Beach, Florida 33441 and the name of the initial registered agent of this corporation at that address is Robert E. Pearson.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of the Corporation is located at 1671 SE Tenth Street, Deerfield Beach, Florida 33441.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws. The name and address of the initial Board of Directors of this corporation is:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Robert E. Pearson | 1671 SE Tenth Street Deerfield Beach, FL 33441 |

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Robert E. Pearson. AT THE ABOVE ADDRESS.

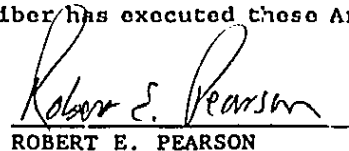
ARTICLE X - INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association to the maximum extent permitted by law.

ARTICLE XI - AMENDMENT

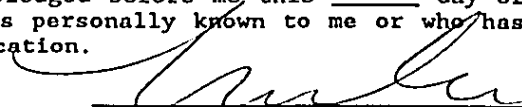
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

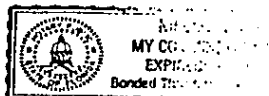
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of August, 1995.


ROBERT E. PEARSON

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 11 day of August, 1995, by ROBERT E. PEARSON who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC

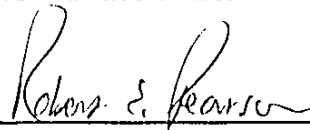


CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that ROBERT E. PEARSON, M.D., P.A. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Deerfield Beach, County of Broward, State of Florida, has named ROBERT E. PEARSON of the City of Deerfield Beach, County of Broward, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process 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 said Act relative to keeping open said office.


ROBERT E. PEARSON

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TALLAHASSEE, FLORIDA