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Jeffery A. Williams
1343 N. Prospect Avenue
Lecanto, Florida 34461

EFFECTIVE DATE
8/15/95

August 15, 1995

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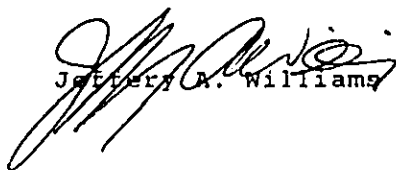
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Gentlemen:

I am enclosing my check in the amount of \$122.50, to cover the filing fee for the enclosed Articles of Incorporation, Registered Agent Fee, and Certified copy of the Articles.

Please return the certified copy to the above address.

Sincerely,


Jeffery A. Williams

JAW/mma
enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 17 PM 3:49

VW 8/15/95

EFFECTIVE DATE
8/15/95

ARTICLES OF INCORPORATION
OF

JEFFERY A. WILLIAMS, PHYSICIAN ASSISTANT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 AUG 17 PM 3:19

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

JEFFERY A. WILLIAMS, PHYSICIAN ASSISTANT, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1343 N. Prospect Avenue, Lecanto, Florida 34461

ARTICLE III - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock, the par value and class of said stock that this corporation is authorized to have outstanding at any one time is: 1000 shares of common stock, having no par value.

ARTICLES V - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The name and address of the initial member of the Board of Director is:

Jeffery A. Williams, 1343 N. Prospect Avenue, Lecanto, FL 34461

ARTICLE VI - REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent is:

Jeffery A. Williams, 1343 N. Prospect Avenue, Lecanto, FL 34461

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Jeffery A. Williams, 1343 N. Prospect Avenue, Lecanto, FL 34461

ARTICLE VIII - EFFECTIVE DATE

The effective date of the corporation's existence shall commence upon the signing of these Articles of Incorporation if filed by the Department of State within five (5) days of the date hereof. Otherwise, the effective date of the corporations existence shall be the date of filing by the Department of State.

ARTICLE IX - TERM OF EXISTENCE

This corporation is to exist perpetually.


ARTICLE X - INDEMNIFICATION

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

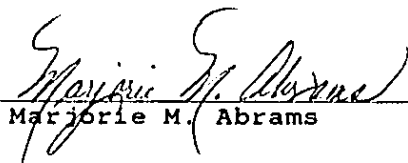
ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 15th day of August, 1995.



Incorporator



Marjorie M. Abrams

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: Jeffery A. Williams, Physician Assistant, Inc.
2. The name and address of the registered agent and office are: Jeffery A. Williams, 1343 N. Prospect Ave., Lecanto, FL 34461

Jeffery A. Williams
President

Date August 15, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Jeffery A. Williams
Registered Agent

Date August 15, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 17 PM 3:50