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TALLAHASSEE, FL 32301

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950006652

ACCOUNT NO. : 072100000032

REFERENCE : 670735 8081A

AUTHORIZATION :

COST LIMIT : * 122.50

ORDER DATE : August 29, 1995

ORDER TIME : 9:49 AM

ORDER NO. : 670735

CUSTOMER NO: 8081A

CUSTOMER: Larry D. Marsh, Esq
COBB COLE & BELL

P. O. Box 2491

Daytona Beach, FL 32115-2491

DOMESTIC FILING

NAME: VOLUSIA & FLAGLER OB-GYN, P.A.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

FILED
95 AUG 29 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN
AUG 29 1995

ARTICLES OF INCORPORATION
OF
VOLUSIA & FLAGLER OB-GYN, P.A.
A Florida corporation

FILED
95 AUG 29 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this corporation is: VOLUSIA & FLAGLER OB-GYN, P.A.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE 3

PURPOSES

The purposes for which this corporation is initially organized are to engage in every phase and aspect of the general practice of medicine, rendering the same professional services to the public that a doctor of medicine, duly licensed under Florida laws is authorized to render, but such services will be rendered only through the corporation's officers, employees, and agents who are duly authorized under Florida laws to practice medicine. The corporation also may engage in any or all lawful business which professional service corporations practicing medicine may engage in under the Florida Professional Service Corporation Act.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common voting stock having a par value of \$1.00 per share. The capital stock of this corporation may be issued for real or personal property, services, or any other right or thing having a value in the judgment of the Board of Directors at least equivalent to the full par value of the stock so to be issued, and, when so issued, such stock shall be fully paid and nonassessable.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 598 Sterthaus Avenue, Ormond Beach, FL 32174. The name and address of the initial registered agent of the corporation is Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491), Daytona Beach, Florida 32115-2491.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is one (1) and the name and address of the person who is to serve initially is as follows:

Hansa M. Parikh, M.D.
598 Sterthaus Avenue
Ormond Beach, FL 32174

The number of directors may be changed from time to time by the bylaws.

ARTICLE 7

INCORPORATOR

The name and address of the incorporator and subscriber to 1,000 shares of the common voting stock of this corporation is as follows:

Hansa M. Parikh, M.D.
598 Sterthaus Avenue
Ormond Beach, FL 32174

ARTICLE 8

TRANSACTIONS IN WHICH OFFICERS OR
DIRECTORS ARE INTERESTED

No contract or other transaction between the corporation and any other corporation, association, person or firm, in the absence of fraud, shall be affected, invalid, void or voidable because one or more directors or officers of the corporation is or are interested in such contract or transaction as a director or officer of the other corporation or association or otherwise interested in or individually or jointly a party to any contract or transaction of this corporation or in which this corporation is interested and no director or officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in such contract or transaction. A director of the corporation may vote upon any such contract or other transaction of the corporation and may also vote upon any contract or other transaction between the corporation, and any subsidiary or firm without regard to the fact that he is also a director or officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such director may be counted in order to determine the presence of a quorum.

ARTICLE 9

DISQUALIFICATION OF SHAREHOLDERS, OFFICERS, AGENTS AND EMPLOYEES

If any officer, stockholder, agent or employee of this corporation who has been rendering professional medical services to the public, becomes legally disqualified to render such services within the State or accepts employment which, pursuant to existing laws, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, this corporation forthwith.

ARTICLE 10

VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE 11

STOCKHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a doctor of medicine under the laws of the State of Florida.

ARTICLE 12

AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon stockholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 25th day of August, 1995.

Hansa M. Parikh
Hansa M. Parikh, M.D.

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 25th day of August, 1995, by HANSA M. PARIKH, M.D., who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

Sign: Robin L. Hess

Print: Robin L. Hess

State of Florida At Large
(Seal)

My Commission Expires:

Title/Rank: Notary Public

Commission Number: CC 335756



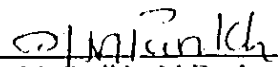
ROBIN L. HESS
My Comm Exp. 12/26/97
Bonded By Service Ins
No. CC335756
HTP's Specialty Systems 1100 W. L. U.

CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

FILED
95 AUG 29 PM 1:42
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

Pursuant to Section 48.091, Florida Statutes, VOLUSIA & FLAGLER OB-GYN, P.A.
hereby designates Palmetto Charter Services, Inc., a Florida corporation, and 150 Magnolia
Avenue, (P.O. Box 2491), Daytona Beach, Florida 32115-2491, as its registered agent and the
street address of its registered office, respectively, for service of process within the State of
Florida.


VOLUSIA & FLAGLER OB-GYN, P.A.

By: 
Hansa M. Parikh, M.D., Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of VOLUSIA &
FLAGLER OB-GYN, P.A. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.

By: 
Larry D. Marsh,
Vice President