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COST LIMIT : \$ PREPAID

ORDER DATE : January 4, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 792027

CUSTOMER NO: 81067A

CUSTOMER: George P. Langford, Esq
GEORGE P. LANGFORD, ESQ

3357 Tamiami Trail, North

Naples, FL 33940

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-01/04796--01/66--019
*****70.00 *****70.00

DOMESTIC FILING

NAME: WOMEN'S HEALTH CENTER OF MARCO
ISLAND, 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: Harry B. Davis

EXAMINER'S INITIALS:

RECEIVED
96 JAN -4 AM 11:15
DIVISION OF CORPORATION

FILED
96 JAN -4 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN - 5 1996

ARTICLES OF INCORPORATION
OF
WOMEN'S HEALTH CENTER OF MARCO ISLAND, P.A.

FILED
96 JAN -4 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person, licensed or otherwise legally authorized to practice the profession of a registered nurse in the State of Florida, for the purpose of forming a corporation under the Professional Services Corporation Act, does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I

The corporation is organized for the following purposes:

1. To engage under The Florida Professional Services Corporation Act, in the practice of a registered nurse certified in the specialty of advanced nurse practitioner as a registered nurse certified in the specialty of advanced nurse practitioner and to carry on services incident thereto. The practice of registered nurse certified in the specialty of advanced nurse practitioner is the sole and exclusive professional service to be rendered by the corporation, as the same is now or hereafter defined by the laws of the State of Florida.

2. To invest funds in real estate, mortgages, stocks, bonds, or any other type of investments, or own real or personal property necessary for the rendering of professional services to the extent such matters are authorized under The Florida Professional Services Corporation Act, or other applicable law in effect from time to time.

3. The professional services of the corporation shall be carried out only through officers, employees, and agents, each of whom are duly licensed or otherwise legally authorized to render and practice within the State of Florida the professional nursing services authorized herein.

ARTICLE II

The name of the corporation shall be: WOMEN'S HEALTH CENTER OF MARCO ISLAND, P.A.

ARTICLE III

The authorized capital stock of this corporation is 1,000 shares, with a no par value. The corporation shall not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specified professional services as those for which this corporation is incorporated.

ARTICLE IV

The corporation shall come into existence on filing of these Articles with the Secretary of State of the State of Florida, and shall continue perpetually unless sooner dissolved by law.

ARTICLE V

The corporation shall begin business with a capital of not less than One Thousand Dollars (\$1,000.00).

ARTICLE VI

The principal place of business of this corporation shall be:

960 North Collier Boulevard
Suite #5, Cypress Gardens
Marco Island, FL 33577

ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is: NOELLE A. KAURAMAKI, A.R.N.P., 960 North Collier Boulevard, Suite #5 Cypress Gardens, Marco Island, FL 33937.

ARTICLE VIII

The street address of the initial registered office of this corporation is: 3357 Tamiami Trail North, Naples, Florida 33940, and the name and address of the initial registered agent of this corporation is: George P. Langford, 3357 Tamiami Trail North, Naples, Florida 33940.

ARTICLE IX

The name and address of the person forming this corporation is: NOELLE A. KAURAMAKI, A.R.N.P., 960 North Collier Boulevard, Suite #5 Cypress Gardens, Marco Island, Florida 33937.

ARTICLE X

The annual meeting of the stockholders shall be held at the office of the corporation on the second Wednesday in January of each and every year. The executive officers of this corporation shall be a President, a Secretary, a Treasurer, and at the option of the stockholders, one or more Vice-Presidents. The office of any two or more may be held by the same person. Such executive officers shall be elected by the stockholders at each annual meeting as aforesaid. The stockholders shall have the power to fill any vacancy in any office.

ARTICLE XI

The first meeting of the incorporator and stockholders for the purpose of organizing and adopting By-laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the party hereto has hereunto set her hand and seal this 29th day of December, 1995.

Noelle A. Kauramaki, A.R.N.P.
NOELLE A. KAURAMAKI, A.R.N.P.

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared NOELLE A. KAURAMAKI, A.R.N.P., to me known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal at Naples, said State and County, this 29th day of December, 1995.

Janet M. Erickson
Notary Public (Notary Seal)

My commission expires:

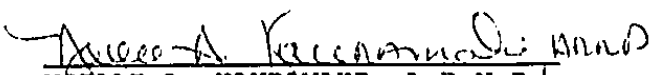


CERTIFICATE OF PLACE OF BUSINESS
AND DESIGNATION OF RESIDENT AGENT OF
WOMEN'S HEALTH CENTER OF MARCO ISLAND, P.A.

FILED
96 JAN -4 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That WOMEN'S HEALTH CENTER OF MARCO ISLAND, P.A., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation located in Marco Island, County of Collier, State of Florida, has named GEORGE P. LANGFORD, whose address is 3357 Tamiami Trail North, Naples, Florida 33940 as its agent to accept service of process in this State, and designates said address as the Registered Office.


NOELLE A. KAURAMAKI, A.R.N.P.
Incorporator

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 to comply with the provisions of said act relative to keeping said office open.


GEORGE P. LANGFORD