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LAW OFFICES

LINSKY & REIDER

TWIGGS LEGAL CENTER, SOUTH 200
001 EAST TWIGGS STREET
TAMPA, FLORIDA 33604
(813) 223-7500 FAX (813) 223-0010

January 5, 1996

Office of Secretary of State
Corporation Section, Charter Division
State Capitol
P.O. Box 6327
Tallahassee, FL 32314

RE: Carrollwood Professional Center, Inc.
Our File No.: 95-377

Gentlemen/Ladies:

Enclosed herewith please find the original complete set of the Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office with regard to the above-referenced corporation. In addition, enclosed is our firm check in the amount of \$70.00, your fee for filing same.

Thank you for your attention to this matter. Should you have any questions, please contact this office.

Sincerely,



Sam I. Reiber

SIR/jds
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECORDING & CLERK
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
CARROLLWOOD PROFESSIONAL CENTER, INC.

The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: CARROLLWOOD PROFESSIONAL CENTER, INC.

The principal address of the corporation shall be: 9261 Lazy Lane
Tampa, Florida 33614

ARTICLE II

DURATION

This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of stock having a par value of \$1.00 per share. All shares of stock shall be designated as common shares. The stock may be issued in fractioned shares and may be in whole or in part canceled and reissued at any time in compliance with the By-Laws of this Corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services, or property.

ARTICLE V
DIVIDENDS

The holders of common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Board of Directors either from the corporation's net earnings or from the surplus of the corporation's assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property, or shares of the common stock of the corporation.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 601 East Twiggs Street, Suite 200, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Sam I. Reiber.

ARTICLE VII

DIRECTORS

The Board of Directors of the corporation shall consist of two (2) members.

ARTICLE VIII

INCORPORATORS

The name and post office address of the incorporator of the Articles of Incorporation are:
Sam I. Reiber, 601 East Twiggs Street, Suite 200, Tampa, Florida 33602.

ARTICLE IX

AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the purposes herein stated this 5th day of January, 1995.

Sam I. Reiber
SAM I REIBER

State of Florida
County of Hillsborough

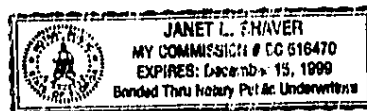
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared SAM I. REIBER as incorporator, a person well known to me, and did/did not take an oath, to be the person described in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal at Tampa, Hillsborough County, Florida, this 5 day of ~~December~~, 1995.
JANUARY 1996.

Janet L. Shaver
Notary Public, State of Florida

Printed Name of Notary

My Commission Expires:



**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered officer/registered agent, in the State of Florida.

1. The name of the corporation is: Carrollwood Professional Center, Inc.
2. The name and address of the registered agent and office is:

Sam I. Reiber
601 East Twiggs Street, Suite 200
Tampa, Florida 33602

Having been named as registered agent and to accept service of process for the above stated 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.



Signature

1/5/96

Date

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