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HAAG, GAFFNEY & WILCOX, P.A.

ATTORNEYS AT LAW

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INVERNESS, FLORIDA 34452

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CORPORATE COMPLIANCE
AND FAMILY MEDIATION

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January 12, 1996

Corporate Records Bureau
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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-01/17/96--01087--016
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RE: Maxfelonilo A. Domingo, M. D., P. A.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for MAXFELONILO A. DOMINGO, M. D., P. A. for filing with your office.

Also, enclosed is our check in the amount of \$122.50 to cover your fee.

Please return the certified copy and letter of acknowledgement to my office.

Thank you for your assistance in this matter.

Yours truly,

HAAG, GAFFNEY & WILCOX, P. A.

By:


Karen O. Gaffney

KOG/eve
Enclosures

TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

MAXFELONILLO A. DOMINGO, M. D., P. A.

The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, hereby associates himself in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of this corporation is MAXFELONILLO A. DOMINGO, M. D., P. A., whose principal place of business is 760 S.E. 5th Terrace, Crystal River, Florida 34429.

ARTICLE II. PURPOSE

This corporation is organized for the following purposes:

1. To engage in the practice of medicine as a professional corporation and to own and operate a medical facility for the purposes of providing medical care and treatment.
2. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.
3. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments.

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4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE III. DURATION

This corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 760 S.E. 5th Terrace, Crystal River, Florida 34429. The name of the initial registered agent at that address is MAXFELONILO A. DOMINGO, M. D.

ARTICLE VI. PRINCIPAL OFFICE

The initial street address of the corporation's principal office is 760 S.E. 5th Terrace, Crystal River, Florida 34429.

ARTICLE VII. MANAGEMENT BY SHAREHOLDERS

The shareholders, subject to any specific written limitations or restrictions imposed by law or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the corporation. The affairs and business of this corporation shall be managed and its corporate powers exercised by its shareholders.

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as a subscriber is:

<u>NAME</u>	<u>ADDRESS</u>
MAXFELONILLO A. DOMINGO, M.D.	760 S. E. 5th Terrace Crystal River, Florida 34429

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the professional service corporation; however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida or is elected to a public office or accepts

employment that places restrictions or limitations on his continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

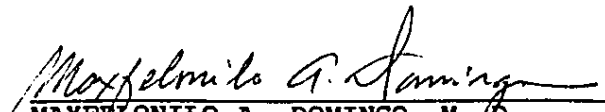
ARTICLE X. AMENDMENT

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 reservation.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by a unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment of all debts of the corporation, be distributed in direct proportion to the number of shares held by the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of JANUARY, 1996.


MAXFELONILO A. DOMINGO, M. D.

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 13th
day of JANUARY, 1998, by MAXFELONILLO A. DOMINGO, M. D., who
is personally known to me or who did produce as personally
known to me as identification.

M. J. Tringali
Notary Public
Printed name MICHAEL J. TRINGALI
Commission No. CC 411388
Commission Expires 11-8-98



MICHAEL J. TRINGALI
COMMISSION # CC 411388
EXPIRES NOV 8, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

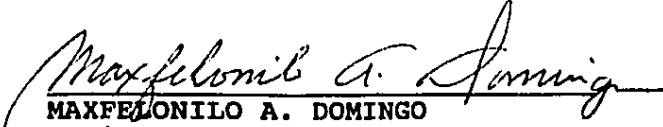
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

First - MAXFELONILO A. DOMINGO, 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, as City of Crystal River, County of Citrus, has named MAXFELONILO A. DOMINGO, located at 760 S. E. 5th Terrace, City of Crystal River, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

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 provision of said Act relative to keeping open said office.


MAXFELONILO A. DOMINGO
Registered Agent

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TALLAHASSEE, FLORIDA