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ROWLETT W. BRYANT
CLIFFORD C. HIGBY

LYNN C. HIGBY
(904-1000)

January 17, 1996

State of Florida
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

500001694755
-01/22/96--01060--014
****122.50 ****122.50

Re: Incorporation of Medical Association

Gentlemen:

Please find enclosed Articles of Incorporation for RICHARD A. ADELMAN, M.D., CRAIG M. TILGHMAN, M.D., AND JOHN M. WAMBO, M.D., OB-GYN, P.A., a proposed new Florida professional medical services corporation. Also enclosed is a Registered Agent's Certificate and our check for the filing fee.

I would appreciate your processing this application through your department and favoring me with a certified copy of the Articles at your earliest convenience.

Should you have any questions or comments, please feel free to call me collect at the number above.

Very truly yours,

Rowlett W. Bryant

Rowlett W. Bryant

RWB/mlw
encls.

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cf 1/25/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 22 AM 10:26

ARTICLES OF INCORPORATION

OF

RICHARD A. ADELMAN, M.D., CRAIG M. TILGHMAN, M.D.,
AND JOHN M. WAMBO, M.D., OB-GYN, P.A.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation hereby subscribe to and form a corporation for profit under the laws of the State of Florida, pursuant to Chapters 607 and 621 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is RICHARD A. ADELMAN, M.D., CRAIG M. TILGHMAN, M.D., AND JOHN M. WAMBO, M.D., OB-GYN, P.A.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized and incorporated for the purpose of rendering professional medical services in accordance with and pursuant to the Statutes of the State of Florida. The corporation shall have the authority to take all actions necessary for the accomplishment of the stated purpose.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand, Two Hundred Shares of Common Stock, each having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2202 State Avenue, Panama City, Florida, 32405. The name of the registered agent of this corporation and his address are: Rowlett W. Bryant, 833 Harrison Avenue, Panama City, Florida, 32401.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than three. The names and addresses of the initial directors of this corporation are:

Richard A. Adelman, M.D.	2202 State Avenue Panama City, Fl 32405
Craig M. Tilghman, M.D.	2202 State Avenue Panama City, Fl 32405
John M. Wambo, M.D.	2202 State Avenue Panama City, Fl 32405

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Richard A. Adelman, M.D.	2202 State Avenue Panama City, Fl 32405
Craig M. Tilghman, M.D.	2202 State Avenue Panama City, Fl 32405
John M. Wambo, M.D.	2202 State Avenue Panama City, Fl 32405

ARTICLE VIII - PRE-EMPTIVE STOCK RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

**ARTICLE IX - RESTRICTION OF
OWNERSHIP OF CAPITAL STOCK**

The ownership of stock in this corporation is subject to the provisions of Section 621.09 and 621.10, Fla. Statutes.

IN WITNESS WHEREOF, the undersigned Subscribers have hereunto set their hands and seals, this 17th day of January, 1996.

Richard A. Adelman
Mary Lou Wilson

Witnesses

Richard A. Adelman
Richard A. Adelman, M.D.

Richard A. Adelman
Mary Lou Wilson

Witnesses

Craig M. Tilghman
Craig M. Tilghman, M.D.

Richard A. Adelman
Mary Lou Wilson

Witnesses

John M. Wambo
John M. Wambo, M.D.

STATE OF FLORIDA)

COUNTY OF BAY)

BEFORE ME, the undersigned authority, this day personally appeared Richard A. Adelman, M.D., Craig M. Tilghman, M.D. and John M. Wambo, M.D., who are personally known to me and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that their execution thereof was their free act and deed, for the uses and purposes therein mentioned and expressed.

WITNESS my hand and seal, this 17th day of January, 1996.

Mary Lou Wilson
NOTARY PUBLIC
State of Florida at Large



MARY LOU WILSON
MY COMMISSION # CC374394 EXPIRES
May 7, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 22 1110:26

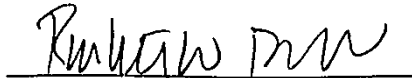
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

IN PURSUANCE OF Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that RICHARD A. ADELMAN, M.D., CRAIG M. TILGHMAN, M.D., AND JOHN M. WAMBO, M.D., OB-GYN, P. A., has organized under the laws of the State of Florida, with its principal place of business at 2202 State Avenue, Panama City, Florida, 32405, has named Rowlett W. Bryant, located at 833 Harrison Avenue, Panama City, Florida, 32401, as its agent for service of process within this state.

ACKNOWLEDGMENT

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 provisions of said Act relative to keeping open said office.



Rowlett W. Bryant