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LAW OFFICE OF
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February 6, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -8 AM 10:46

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: W. Kendall Tongier, P.A.
Articles of Incorporation

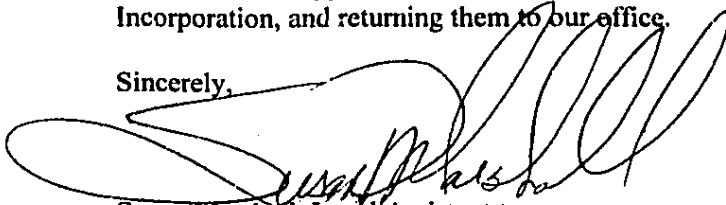
Dear Sir/Madam:

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-02/08/96--01057--006
*****122.50 *****122.50

Enclosed please find Articles of Incorporation for the above-referenced professional association and a check in the amount of \$122.50 to cover the filing fee, Registered Agent Designation fee, and for a Certified copy. Also enclosed is a signed Application for Employer Identification Number for processing.

I would appreciate your filing these Articles, certifying them as the Articles of Incorporation, and returning them to our office.

Sincerely,



Susan Marshall, Legal Assistant to
Keith F. Roberts, Esquire

KFR/sem
Enclosure

WFO-12-96

**ARTICLES OF INCORPORATION
OF**

W. KENDALL TONGIER, M.D., P.A.

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The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, Florida Statute Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME AND PLACE OF BUSINESS

The name of the professional service corporation shall be: W. KENDALL TONGIER, M.D., P.A. The principal place of business of the professional service corporation shall be Edward White Hospital, 2323 9th Avenue North, St. Petersburg, Florida 33713. The mailing address shall be 2518 Pinellas Point Drive, St. Petersburg, Pinellas County, Florida 33712.

ARTICLE II. NATURE OF BUSINESS

This professional service corporation is formed to engage in every phase and aspect of the practice of medicine, including without limitation the practice of anaesthesiology. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional medical services, and may perform all other acts and engage in all other enterprises authorized by law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this professional service corporation is authorized to have at any one time is 500 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE IV. REGISTERED AGENT

The initial registered agent of the professional service corporation shall be W. Kendall Tongier, and the initial registered office of the corporation will be located at 2518 Pinellas Point Drive, St. Petersburg, Florida 33712.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member to the first board of directors is:

W. Kendall Tongier
Director/President

2518 Pinellas Point Drive
St. Petersburg, Florida 33712

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is W. Kendall Tongier, 2518 Pinellas Point Drive, St. Petersburg, Florida 33712.

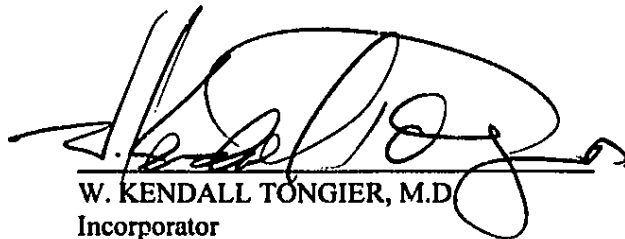
ARTICLE IX. PREEMPTIVE RIGHTS

The professional service corporation elects to have preemptive rights.

ARTICLE X. SPECIAL PROVISIONS

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as a Subchapter S corporation.

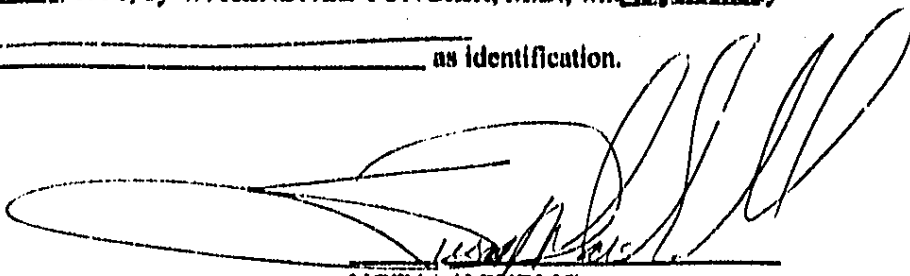
IN WITNESS WHEREOF the undersigned has hereunto set his hand and seal on this __ day of Feb. 1, 1996.


W. KENDALL TONGIER, M.D.
Incorporator

STATE OF FLORIDA)
)ss.
COUNTY OF Hillsborough)

The foregoing Articles of Incorporation was acknowledged before me this 1st day of

February, 1996, by W. KENDALL TONGIER, M.D., who is personally known or has produced _____ as identification.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



SUSAN MARSHALL
My Comm Exp. 4-28-96
Bonded By Service Ins. Co.
No. CC195055

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ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation of registered agent as provided in the Articles of Incorporation of W. KENDALL TONGIER, M.D., P.A.

Dated this 1st day of February, 1996.



W. KENDALL TONGIER (M.D.)