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ORDER NO. : 844266
CUSTOMER NO: 120232A

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CUSTOMER: Dennis Solomon, Esq
DENNIS M. SOLOMON, P.A.
Suite 304
760 U.S. Highway One
North Palm Beach, FL 33408

RECEIVED
96 FEB 13 AM 9 13
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: PASCO HERNANDO SPECIALTY
PHYSICIANS, INC.

EFFECTIVE DATE:

- X ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- X PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

FILED
96 FEB 13 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB 13 1996

FILED
96 FEB 13 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PASCO HERNANDO SPECIALTY PHYSICIANS, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida under Chapter 607, 1993, as amended:

**Article I
NAME**

The name of the corporation (the "Corporation") is **Pasco Hernando Specialty Physicians, Inc.** The street address of the initial principal office and the mailing address of the Corporation is 5132 U.S. Highway 19 North, New Port Richey, FL 34652.

**Article II
DURATION**

This Corporation is to commence its corporate existence on the date these Articles are filed with the Secretary of State's office, State of Florida, and shall exist perpetually thereafter until dissolved according to law.

**Article III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**Article IV
CAPITAL STOCK**

This Corporation is authorized to issue 600 shares of no par value stock. All such stock shall have unlimited voting rights.

**Article V
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 760 U.S. Highway One, Suite 304, North Palm Beach, FL 33408 and the name of the initial registered agent of this Corporation at that address is Dennis M. Solomon, P.A..

Article VI
INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of its Board of Directors (the "Board"), which shall have not less than three (3) nor more than six (6) members. This Corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation.

The names and street addresses of the directors who shall hold office until their successors are duly elected or appointed are:

Russell T. Bain, M.D.	5132 U.S. Highway 19 North, New Port Richey, FL 34652
Richard A. Miller, D.O.	8220 U.S. Highway 19 North, Port Richey, FL 34668-6639
Jaime Kratz	7545 Medical Drive, Hudson, FL 34667

Article VII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

Article VIII
BYLAWS

The power to adopt, alter, amend, or repeal bylaws of the Corporation shall be vested in its Board of Directors.

Article IX
INCORPORATOR(S)

The name(s) and addresses of the incorporator(s) to these Articles of Incorporation is/are:

Dennis M. Solomon	760 U.S. Highway One, Suite 304, N. Palm Beach, FL 33408
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**Articles X
POWERS**

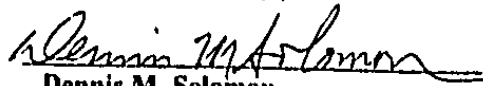
This Corporation shall have all of the powers available to corporations incorporated under the laws of the State of Florida, including, but not limited to, those set forth in Florida Statute 607.0302, 1993, as amended.

**Article XI
MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors of the Corporation may participate in meetings of the Board by means of telephone conference calls and may lawfully adopt corporate resolutions by unanimous written consent of the members of the Board, as provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 8 th day of February, 1996.

INCORPORATOR(S):


Dennis M. Solomon

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, 1993, as amended, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida, as follows:

1. The name of the corporation is: Pasco Hernando Specialty Physicians, Inc.
2. The name and address of the registered agent and office of the corporation is:
Dennis M. Solomon, P.A.
 (NAME)
760 U.S. Highway One, Suite 304
 (Street Address- P.O. Box not acceptable)
North Palm Beach, FL 33408
 (CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN SUCH CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF THE UNDERSIGNED RELATING TO THE DESIGNATION HEREIN, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS/ITS POSITION AS REGISTERED AGENT.

SIGNATURE:

Dennis M. Solomon, P.A.

By: Dennis M. Solomon, Pres.
Dennis M. Solomon, President

Dated: Feb. 8, 1996