

P96000047353

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60601-7567

312-556-1000

TELECOPIER
312 750 8800

WRITER'S DIRECT LINE
(312) 750 3612

PARK AVENUE TOWER
85 EAST 85TH STREET
NEW YORK, NEW YORK 10028-3518
212-481-8888

800 HOWARD AVENUE
BOMERSET, NEW JERSEY 08873
800 563 9700

500 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202 598 8800

May 24, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

70000011344237
-05/30/96--01033--017
*****70.00 *****70.00

Re: Mid Florida Nephrologists, Inc. ("the Corporation")

Dear Sir or Madam:

Enclosed please find two copies of the Articles of Incorporation prepared on behalf of the Corporation. Also enclosed is a check for Seventy Dollars (\$70.00) made payable to the Secretary of the State to cover the filing fee. Please file the Articles immediately and return a filed stamped copy of the Articles to our offices in the provided self-addressed stamped envelope.

If you have any questions please feel free to call me.

Thank you,

Melissa A. Winans
Melissa A. Winans
Legal Assistant

Enclosures

cc: Kara M. Friedman

LFT

6-5-96

83880-1

FILED
96 MAY 29 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 MAY 29 PM 2:39

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mid Florida Nephrologists, Inc.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS:

Mid Florida Nephrologists, Inc.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS:

2501 North Orange Avenue, Suite 537N, Orlando, FL 32804

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS:

1,000

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

_____	_____
_____	_____
_____	_____

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
_____	_____	_____	_____
_____	_____	_____	_____

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

_____	_____
_____	_____
_____	_____

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

None

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

None

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O 2501 N. Orange Avenue, Suite 537N, Orlando, FL 32804, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS Christopher Ayerig

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS Five (5), AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

See Attached.

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Kara M. Friedman, Esq.
Ronn & Hardles
150 North Michigan Avenue
Chicago, Illinois 60601

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 23rd DAY OF May, 19 96.

Kara Friedman . Incorporator
SIGNATURE/TITLE

SIGNATURE/TITLE

SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
907.0801 (3) F.S.: Christopher Aycrigg IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 907.0803.

DATED May 23, 19 96.

BY Christopher Aycrigg
Christopher Aycrigg
(TYPE NAME OF OFFICER)

Registered Agent
(TITLE OF OFFICER)

Attachment to Number 9

List of Initial Directors:

**David S. Pines, M.D.
20 Oakleigh Lane
Maitland, Florida 32751**

**Joseph W. Warren, M.D.
970 Stonewood Lane
Maitland, Florida 32751**

**Howard A. Sackie, M.D.
625 Riverpark Circle
Longwood, Florida 32779**

**Uday K. Ranjit, M.D.
326 Vista Oak Drive
Longwood, Florida 32779**

**Christopher Aycrigg
401 Jo-Ai-Ca Avenue
Winter Park, Florida 32789**