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George E. Loomis

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201 East Government Street
Tallahassee, Florida 32301

1-904-438-7723

May 31, 1996

Florida Division of Corporations
ATTN: New Filings
P. O. Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

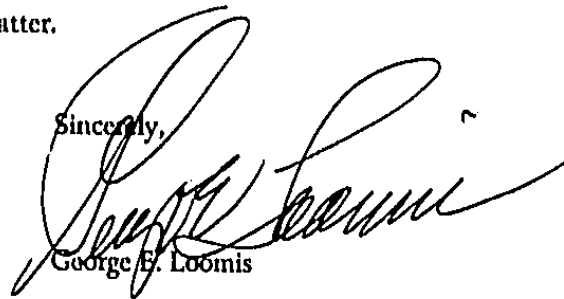
Re: Douglas H. Fraser, M.D., P.A.

Dear Sir or Madam:

Enclosed for filing please find articles of incorporation for the above referenced corporation and a copy of the same articles for stamping "filed" and returning to me with the certificate of incorporation. Also enclosed is my check in the amount of \$122.50 (filing fee = \$35.00; certified copy = \$52.50; and registered agent designation = \$35.00). Once filed, please return the copy of the articles stamped "filed" and the certificate of incorporation to me.

Thank you for your attention to this matter.

Sincerely,


George E. Loomis

GEL/gl
Enclosures

FILED
96 JUN -3 /11 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
6/6/96

FILED

96 JUN -3 AM 9:20

DEPT. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DOUGLAS H. FRASER, M.D., P.A.**

The undersigned natural person, who is licensed or otherwise legally authorized to engage in the practice of medicine in the State of Florida, hereby intends to form a professional corporation 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 the corporation is DOUGLAS H. FRASER, M.D., P.A.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual and its existence shall commence on the filing of these Articles with the Florida Department of State, Division of Corporations.

ARTICLE III. PURPOSE

The purposes for which this corporation is formed are:

- a. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.
- b. 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.
- c. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE IV. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE V. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 10,000 shares. Such shares shall be of a single class of common stock and shall have a par value of One Dollar Dollars (\$1.00) per share.

ARTICLE VI. PRINCIPAL OFFICE

The address of the corporation's principal office and the street address of its initial registered office is 6160 North Davis Highway, Suite 9, Pensacola, Florida 32504. The mailing address of the corporation is 6160 North Davis Highway, Suite 9, Pensacola, Florida 32504. The name of the initial registered agent of the corporation located at such office is DOUGLAS H. FRASER.

ARTICLE VII. SUBSCRIBERS

The name and address of the person signing these Articles of Incorporation as an incorporator is:

Name	Address
Douglas H. Fraser	6160 North Davis Highway, Suite 9 Pensacola, Florida 32504

ARTICLE VIII. DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The initial director shall hold office until his successors are elected and qualify as provided in the bylaws.

ARTICLE IX. BYLAWS

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

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, 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 unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at a majority of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or her.

IN WITNESS HEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Pensacola, Florida, on this 30th day of May, 1996.

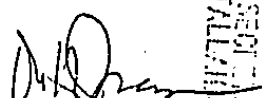


DOUGLAS H. FRASER

ACCEPTANCE OF REGISTERED AGENT

Having been named as resident agent and to accept the service of process for the above stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 30th day of May, 1996.

By: 

DOUGLAS H. FRASER

FILED
96 JUN -3 AM 9:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE