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PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 981304 4355164

AUTHORIZATION :

COST LIMIT : \$PREPAID

ORDER DATE : June 10, 1996

ORDER TIME : 10:16 AM

ORDER NO. : 981304

CUSTOMER NO: 4355164

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CUSTOMER: Andrew F. Dunstan, Legal Asst
HONIGMAN, MILLER, SCHWARTZ &
COHN
222 Lakeview Avenue
Suite #800
West Palm Beach, FL 334016112

DOMESTIC FILING

NAME: VEIN CLINIC OF WEST FLORIDA,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 10 PM 12:57

RECEIVED
96 JUN 10 PM 11:16
DIVISION OF CORPORATIONS

EFFECTIVE DATE
6/7/96

SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 10 PM 12:57

ARTICLES OF INCORPORATION

OF

VEIN CLINIC OF WEST FLORIDA, P.A.

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act and other laws of the State of Florida, hereby certifies as follows:

ARTICLE I

Name

The name of this corporation is VEIN CLINIC OF WEST FLORIDA, P.A. (the "Corporation").

ARTICLE II

Principal Office

The address of the principal place of business and the mailing address of the Corporation are 210 Jeffords, Clearwater, Florida 34616.

ARTICLE III

Purposes

The Corporation is established for the following purposes:

A. To provide professional medical services through employed physicians and staff dedicated to the goal of providing quality, cost efficient and effective health care to patients; and

B. To take all such actions, either alone or in association with other corporations, firms, or individuals, as may be necessary and proper to accomplish the purposes or objectives enumerated in these Articles of Incorporation, or any amendment thereof; and to take all such lawful actions as may be necessary for or incidental to the protection and benefit of the Corporation.

The foregoing paragraphs shall be construed as enumerating both purposes and objectives of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes and objectives shall not be held to limit or restrict in any manner the powers of this Corporation otherwise provided or authorized by law; including the power to invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real estate and personal property necessary or desirable to enable physicians to render professional services.

ARTICLE IV

Stock

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock having a par value of One Cent (\$.01) per share.

ARTICLE V

Existence

The Corporation shall have perpetual existence commencing June 7, 1996.

ARTICLE VI

Initial Registered Office and Agent

The address of the Corporation's initial registered office is 222 Lakeview Avenue, Suite 800, West Palm Beach, Florida 33401. The name of the initial registered agent at such address is Homisco Incorporation, Inc.

ARTICLE VII

Stock Transferability

No shareholder of the Corporation may sell or transfer his shares of stock in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under the laws of the State of Florida.

ARTICLE VIII

Stock Ownership

The Board of Directors shall require any officer, shareholder, agent, or employee of the Corporation, who has been rendering professional services to the public and who becomes legally disqualified to render such professional services within the State of Florida, or who accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional services, to sever all employment with, and financial interests in, the Corporation forthwith.

ARTICLE IX

Incorporator

The name and address of the incorporator to these Articles of Incorporation are Homisco Incorporation, Inc., 222 Lakeview Avenue, Suite 800, West Palm Beach, Florida 33401.

ARTICLE X

Board of Directors

The management and affairs of the Corporation shall be managed by or under the direction of a Board of Directors initially having five (5) members. The number of Directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial Directors of the Corporation who shall serve until their successors are duly elected and qualified or until their earlier resignation, removal, or death are as follows:

NAME

Peter W. Blumencranz, M.D.

Allan H. Haydon, M.D.

ADDRESS

1628 Longbow Lane
Clearwater, FL 34624

302 Osceola Road
Belleair, FL 34616

Edward G. Mackay, M.D.

508 Bluffview Drive
Bellear Bluffs, FL 34640

William S. Malstrellis, M.D.

306 Spottis Woode Court
Clearwater, FL 34616

Farnsworth R. May, M.D.

304 Harbor View Lane
Largo, FL 34640

Said directors are of full age and are citizens of the United States of America.

ARTICLE XI

Contracts

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any officer or director of this Corporation is interested in, or is an officer or director of, such other corporation, and any officer or director, individually or jointly, may be a party to, or may be interested in, such contract or transaction; no contract or other transaction of this Corporation with any person, firm or other corporation, shall be affected by the fact that any officer or director of this Corporation is in any way connected with such person, firm or corporation, and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for his or her benefit or for the benefit of any firm, association, or other corporation in which he or she may be in any way interested.

ARTICLE XII

Bylaws

The bylaws of the Corporation may be created, amended or changed by the shareholders at any regular or special meeting, duly held.

ARTICLE XIII

Indemnification

The Corporation shall indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of June, 1996.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, V.P.
Steven R. Parson, Vice President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 7th day of June, 1996.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, V.P.
Steven R. Parson, Vice President

WP11/84989.1

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96 JUN 10 PM 12:57