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FILED
96 JUL 25 PM 4:40
TALLHASSEE, FLORIDA

July 23 1996

Secretary of State
Corporate Division
The Capital
Tallahassee, Florida 32304

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***122.50 ***122.50

Re: Articles of Incorporation
INDIAN RIVER MEDICAL OFFICE, P.A.

Gentlemen:

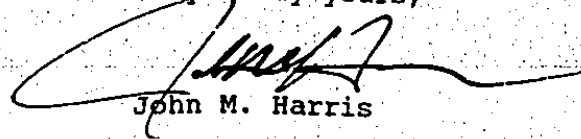
I am enclosing herewith an original and a copy of Articles of Incorporation for INDIAN RIVER MEDICAL OFFICE, P.A. In addition, my check in the amount of \$122.50 is enclosed to cover the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$122.50

Please file the original Articles of Incorporation and return a certified copy to the undersigned in the enclosed envelope.

I thank you in advance for your prompt assistance.

Very truly yours,



John M. Harris

nc 7-26-96

**ARTICLES OF INCORPORATION
OF
INDIAN RIVER MEDICAL OFFICE, P.A.**

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607 and Section 621, of the Florida statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be INDIAN RIVER MEDICAL OFFICE, P.A.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation is 11 Main Street, Suite 6, Titusville, Florida 32796. The mailing address for the corporation is the same.

ARTICLE IV - PURPOSES

The general nature and purposes of the business to be transacted and carried on by the corporation are as follows:

- A. To engage in every aspect of the practice of medicine, and all of its fields and specializations.
- B. To engage and render the professional services involved only through its officers, agents and employees who shall be in

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

good standing or otherwise duly licensed or legally authorized within the State of Florida to render said professional services.

C. To invest its funds in any type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services herein specified.

E. To do everything necessary and proper in accomplishing the purposes set forth herein and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "common shares". The consideration to be paid for each share shall be payable in lawful money, property, labor or services. Shares of the corporation's common stock shall be issued only to doctors of medicine, physicians and surgeons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE VI - INITIAL DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors is as follows:

ALUINO OCHOA, M.D.

11 Main Street, Suite 6
Titusville, FL 32796

KARIN ANN OCHOA, M.D.

11 Main Street, Suite 6
Titusville, FL 32796

ARTICLE VII - INCORPORATORS

The name and address of the initial incorporator of this corporation is as follows:

ALUINO OCHOA

11 Main Street, Suite 6
Titusville, FL 32796

ARTICLE VIII - REGISTERED AGENT

The name and street address of the initial registered agent and office of this corporation is as follows:

JOHN M. HARRIS

509 Palm Avenue
Titusville, FL 32796

ARTICLE IX - INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE X - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder,

purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI - INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this _____ day of July 1996.

Aluino Ochoa
ALUINO OCHOA

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent for INDIAN RIVER MEDICAL OFFICE, P.A. and agrees to perform all duties and accept all responsibilities imposed by law.

[Signature]
JOHN M. HARRIS

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96 JUL 25 PM 4:40
NOTARY PUBLIC STATE
OF FLORIDA
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared ALUINO OCHOA who was personally known to me or who produced his Florida driver's licenses for identification, and who took an oath and executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same, this 23rd day of July, 1996.



PEGGY SUE CAUDILL
MY COMMISSION # CC 225568 EXPIRES
September 15, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

[Signature]
Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared JOHN M. HARRIS who was personally known to me or who produced his Florida driver's license for identification, and who took an oath and executed the foregoing Acceptance of Registered Agent and acknowledged before me that he executed the same, this 23rd day of July, 1996.



PEGGY SUE CAUDILL
MY COMMISSION # CC 225568 EXPIRES
September 15, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

[Signature]
Notary Public, State of Florida
My Commission Expires: