

1201 HAYS STREET
TALLAHASSEE, FL 32301-0007
904-222-9177
FAX 904-222-9177

800-342-8886

P96000063574



PROMERIT HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 034676 6221A

AUTHORIZATION : *Patricia P. Pugh*

COST LIMIT : \$ 122.50

ORDER DATE : July 29, 1996

ORDER TIME : 9:35 AM

ORDER NO. : 034676

600001908066

CUSTOMER NO: 6221A

CUSTOMER: Gatha K. Milhorn, Legal Asst
ABEL BAND RUSSELL COLLIER
PITCHFORD & GORDON, CHARTERED
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

DOMESTIC FILING

NAME: PULMONARY AND SLEEP MEDICINE
ASSOCIATES, 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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 30 PM 1:30

cf 7/30/96

96 JUL 30 PM 1:30

ARTICLES OF INCORPORATION
OF

PULMONARY AND SLEEP MEDICINE ASSOCIATES, P.A.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Professional Service Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

PULMONARY AND SLEEP MEDICINE ASSOCIATES, P.A.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in the practice of medicine and any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

240 S. Pineapple Avenue
10th Floor
Sarasota, Florida 34236

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and the street address of the registered office of this Corporation is:

Bradley D. Magee

240 S. Pineapple Avenue
10th Floor
Sarasota, Florida 34236

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Bradley D. Magee

240 S. Pineapple Avenue
10th Floor
Sarasota, Florida 34236

The undersigned has executed these Articles this 25th day
of June, 1996.

Bradley D. Magee
Bradley D. Magee
"INCORPORATOR"

Having been named as Registered Agent and to accept service of
process for Pulmonary and Sleep Medicine Associates, P.A. at the
place designated in the Articles, I hereby accept the appointment
as Registered Agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relating to the
proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as Registered Agent.

7/29/96
Date

Bradley D. Magee
Bradley D. Magee
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 30 PM 1:30

P96000063574

ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON
CHARTERED

ATTORNEYS AND COUNSELORS AT LAW

BARNETT BANK CENTRA
240 SOUTH PINEAPPLE AVENUE
P.O. BOX 49948
SARASOTA, FLORIDA 34230-0948

WATS (FROM TAMPA) 645-7105
PHONE (941) 366-6660
FAX (941) 366-3999

HERITAGE COURT
SUITE 200
5030 TAMPAI TRAIL NORTH
NAPLES, FLORIDA 34103
PHONE (941) 649-6734
FAX (941) 366-3999

TANDEM CENTER
SUITE 199
333 TAMPAI TRAIL SOUTH
VENICE, FLORIDA 34286

PHONE (941) 485-6300
FAX (941) 486-9436

ANTHONY J. ABATE
SARALYN ABEL
DAVID S. BAND
KATHRYN ANGELL CARR
STEVEN J. CHASE**
RONALD L. COLLIER
DALE S. DAVIDSON

JOHN A. GARNER
CHERYL L. GORDON
SCOTT E. GORDON
MARK D. HILDRETH***
WILLIAM R. KORN*
CHRISTINE EDWARDS LAMIA****
MARK W. MCPALL

GEORGE H. MAZZARANTANI
JAN WALTERS PITCHFORD*
MALCOLM J. PITCHFORD*
JEFFREY S. RUSSELL*
MICHAEL S. TAAFFE****
DAVID S. WATSON
JOHN W. WEST III

HARVEY J. ABEL

OF COUNSEL
RICHARD W. COONEY

JOHNSON S. SAWARY

E-Mail: abelband@gate.net

ADDITIONAL JURISDICTIONS

DAVID S. BAND-DC & MD
RONALD L. COLLIER-PA & NJ
ANTHONY J. ABATE-IL
STEVEN J. CHASE-CA
MICHAEL S. TAAFFE-NJ & NY
MARK W. MCPALL-TX
JOHN A. GARNER-IN & GA
DAVID S. WATSON-PA
SCOTT E. GORDON-OH
RICHARD W. COONEY-NY
JOHN W. WEST III-DC
DALE S. DAVIDSON-NC

*Board Certified Real Estate Lawyer
**Board Certified Civil Trial Lawyer
***Board Certified Business Bankruptcy Law
American Bankruptcy Board of
Certification
****Board Certified Business Litigation Lawyer

Please refer to our file number:
7332-1

Writer's direct line:
(941) 366-2706
Reply to: Sarasota

December 17, 1996

Bureau of Corporate Records
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

800002034208--7
-12/19/96--01099--005
*****35.00 *****35.00

Re: Pulmonary and Sleep Medicine Associates, P.A.

Dear Sir or Madam:

Enclosed please find an original Statement of Change of
Registered Office and Registered Agent for filing. I have also
enclosed a check in the amount of \$35.00 to cover the filing fee.

We would appreciate your returning to us an acknowledgement
this filing in the enclosed, self-addressed envelope.

Thank you for your attention to this matter.

Very truly yours,

ABEL, BAND, RUSSELL, COLLIER,
PITCHFORD & GORDON, CHARTERED

By

Rebecca J. Kennedy C.L.A.
Rebecca J. Kennedy, C.L.A.
Certified Legal Assistant

/bjk
Enclosures

RA Chg.

VS DEC 31 1996

FILED
96 DEC 19 AM 8:33
TALLAHASSEE, FLORIDA
SECRET
STATE

Charter No. P96000063574

Date Filed 07-30-96

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Pulmonary and Sleep Medicine Associates, P.A.

2. The name and address of its present registered agent is:

Bradley D. Magee
240 S. Pineapple Ave., 10th Floor
Sarasota, Florida 34236

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

Ivan F. Ackerman

13301 Waterford Run Drive

Riverview, FL 33569

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Ivan F. Ackerman, President
(Typed or printed name and title)

Signature X

(President or Vice President)

Date 12-16-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Ivan F. Ackerman

Signature X

(Agent)

Date 12-16-96

FILED
96 DEC 19 AM 8:33
TALLAHASSEE, FLORIDA