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WAYNE D. CLANCE

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August 13, 1996

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****122.50 ****122.50

Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, Florida 32301

RE: New Corporation

To Whom it may Concern,

Thank you so much for helping me obtain an immediate Charter
number for this corporation.

Enclosed is:

- A. Charter
- B. Check in the amount of \$122.50 for filing

Sincerely,


Wayne D. Clance

Enclosure (s)

FILED
96 AUG 19 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8.20.96
KE

ARTICLES OF INCORPORATION
OF
CEDARWOOD MEDICAL GROUP, INC.

FILED
26 AUG 19 01 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

CEDARWOOD MEDICAL GROUP, INC.

ARTICLE II

Purpose

The corporation shall be entitled to engage in any business activity authorized by the laws of Florida.

ARTICLE III

Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV

Capital

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) dollars.

ARTICLE V

Existence

This corporation shall have perpetual existence.

ARTICLE VI

Office

The principle office of the corporation shall be:

4022 Blanding Blvd.

Jacksonville, Florida 32210

ARTICLE VII

Directors

The number of directors of this corporation shall be as provided in the By-Laws, but shall not be less than 1 in number.

ARTICLE VIII

Initial Director

The names and address of the first Director of this corporation who, subject to the provisions of the By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation existence is:

Stephen Monahan
4022 Blanding Blvd.

Jacksonville, Florida 32210

ARTICLE IX

Subscribers

The name and address of the subscriber of these Articles and the number of shares he agrees to take is as follows:

Stephen Monahan
4022 Blanding Blvd.
Jacksonville, Florida 32210
Sole Shareholder

ARTICLE X

Resident Agent

The corporation hereby appoints Wayne D. Clance, 4751 San Juan Ave., Suite 2, Jacksonville, Florida 32210 as resident agent of the corporation. Said agent's acceptance of appointment is represented by his signature attached hereto.

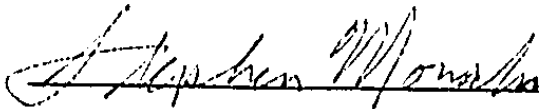

Wayne D. Clance

ARTICLE XI

Amendment

These articles may be amended in the manner provided by law.
IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capitol stock hereinbefore named, have hereunto set my hand and seal, this 13th day of August, 1996, for the purpose of forming this corporation to do business both within and without the State of Florida, and in accordance with the laws of

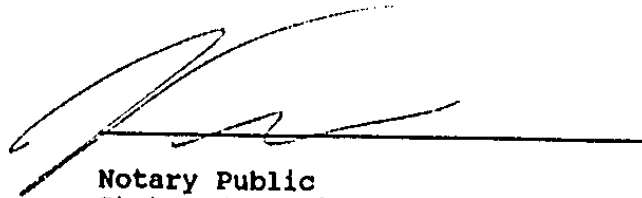
the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

 (SEAL)

State of Florida

County of Duval

Before me personally appeared Stephen Monahan known to me to be the person described herein who acknowledged that he executed the foregoing for the purposes therein described on this 13th day of August, 1996.



Notary Public
State of Florida at Large

My Commission Expires:



WAYNE D CLANCE
My Commission CC547495
Expires Apr. 14, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA