

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-0174
222-0174 FAX

P96000083039



PROFESSOR HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 112660 6221A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 8, 1996

ORDER TIME : 11:12 AM

ORDER NO. : 112660

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

400001968094
-10/08/96--01108--016
****245.00 ****122.50

DOMESTIC FILING

NAME: HEALTH CARE ASSOCIATES OF
SARASOTA, 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: Clint D. Fuhrman

EXAMINER'S INITIALS:

FILED
96 OCT -8 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT -8 PM 1:31
DIVISION OF CORPORATION
10-8-96
KR

FILED
96 OCT -8 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HEALTH CARE ASSOCIATES OF SARASOTA, 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:

HEALTH CARE ASSOCIATES OF SARASOTA, 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:

5250 17th Street
Suite 102
Sarasota, Florida 34235

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

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

Cecelia M. Hermann	5250 17th Street Suite 102 Sarasota, Florida 34235
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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:

Cecelia M. Hermann	5250 17th Street Suite 102 Sarasota, Florida 34235
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The undersigned has executed these Articles this 7th day
of October, 1996.

C M Hermann
Cecelia M. Hermann

"INCORPORATOR"

Having been named as Registered Agent and to accept service of
process for HEALTH CARE ASSOCIATES OF SARASOTA, 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.

10/7/96
Date

C M Hermann
Cecelia M. Hermann
Registered Agent

FILED
96 OCT -8 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA