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TALLAHASSEE, FL 32301-2607
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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 125707 85036A

AUTHORIZATION : Patricia Pijut

COST LIMIT : \$ 70.00

ORDER DATE : October 18, 1996

ORDER TIME : 3:13 PM

ORDER NO. : 125707-005

CUSTOMER NO: 85036A

CUSTOMER: Lori Ammons, Legal Assistant
JACOBS FORLIZZO & NEAL, P.A.

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

DOMESTIC FILING

NAME: BAY MEDICAL CLINIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
96OCT 19 AM 9:24
DIVISION OF CORPORATIONS

RECEIVED
96OCT 19 PM 4:12
DIVISION OF CORPORATIONS

KL
10-21-96

FILED
MAR 13 1962
U.S. DEPT. OF COMMERCE

ARTICLES OF INCORPORATION
OF
BAY MEDICAL CLINIC, INC.

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is BAY MEDICAL CLINIC, INC.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

Suite 300, 13577 Feather Sound Drive, Clearwater, FL
34622.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Richard O. Jacobs

Address: Suite 300, 13577 Feather Sound Drive,
Clearwater, FL 34622

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: Richard O. Jacobs

Address: Suite 300, 13577 Feather Sound Drive,
Clearwater, FL 34622.

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 5,000,000 shares of \$0.01 par value common stock.

ARTICLE VI.

SHAREHOLDER'S AGREEMENT

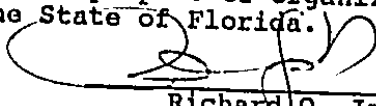
The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE VII.

PREEMPTIVE RIGHTS

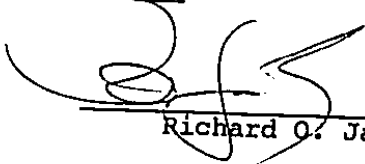
The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 16 day of October, 1976, for the purpose of organizing this Corporation under the laws of the State of Florida.


Richard O. Jacobs

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.
Date: Oct 16, 1976.


Richard O. Jacobs

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96 OCT 16 AM 9:24
TALLAHASSEE