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CENTRAL FLORIDA LEGAL-EASE, INC.

2002 East Robinson Street

Orlando, Florida 32803

(407) 895-2565

(407) 898-5931 (telecopier)

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-12/06/96--01011--014

***577.50 ***122.50

December 5, 1996

VIA HAND-DELIVERY

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: HARRY D. LINDMAN, D.O., P.A.

Ladies or Gentlemen:

Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation, submitted for filing.
2. A check in the amount of \$122.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation; and \$35.00 for Certificate Designating Registered Agent).
3. A photocopy of the executed Articles of Incorporation.

Kindly file the enclosed documents and return to us a certified copy of the Articles of Incorporation. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,

Jeanna

Jeanna Juliano, Paralegal

*To be picked up
by Foley & Lardner
(TLH)
222-6100*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -6 AM 11:20

RECEIVED
96 DEC -6 AM 10:12
DIVISION OF CORPORATIONS

D. BROWN DEC 6 1996

**ARTICLES OF INCORPORATION
OF
HARRY D. LINDMAN, D.O., P.A.
(a Florida professional service corporation)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -6 AM 11:20

The undersigned, acting as sole incorporator of **HARRY D. LINDMAN, D.O., P.A.** under Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the Corporation is *HARRY D. LINDMAN, D.O., P.A.*

ARTICLE II

Purpose

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida. The specific nature of the business is to practice medicine.

ARTICLE III

Duration

The period of existence of the Corporation is perpetual.

ARTICLE IV

Principal Office

The address of the principal office of the corporation is *1100 5th Avenue South, Suite 201, Collier County, Naples, FL 34102*. The location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the corporation.

ARTICLE V

Mailing Address

The mailing address of the corporation is *1100 5th Avenue South, Suite 201, Collier County, Naples, FL 34102.*

ARTICLE VI

Shares

The corporation shall have authority to issue one thousand (1,000) shares of Common Stock, One Dollar (\$1.00) par value per share.

ARTICLE VII

Initial Registered Office and Agent

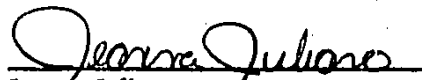
The address of the initial Registered Office of the corporation is: *F&L Corp., The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, FL 32202-3527.*

ARTICLE VIII

Incorporator

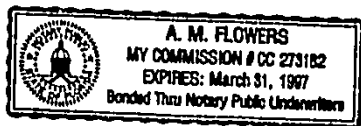
The name and street address of the sole incorporator of the corporation is: *Jeanna Juliano, c/o Central Florida Legal-Ease, Inc., 2002 E. Robinson Street, Orlando, FL 32803.*

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this 5th day of December, 1996.


Jeanna Juliano

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 5th day of December, 1996,
by JEANNA JULIANO is x personally known to me, OR _____ who has produced n/a
_____ (type of identification) as identification and who x did / _____ did not take an
oath.



Ana M. Flowers
Name: Ana M. Flowers
Notary Public, State of Florida

My Commission Expires:

F & L CORP.

Consent of Sole Shareholder

The following resolution is hereby adopted by the undersigned, being the sole shareholder of F & L Corp., a Wisconsin corporation ("Corporation").

RESOLVED, that the following partners of Foley & Lardner are hereby authorized to execute and deliver on behalf of the Corporation all such documents as may be required in connection with the Corporation's serving as registered agent for domestic and foreign corporations and limited partnerships in the State of Florida:

Edmund T. Baxa, Jr.
John R. Dawson
Michael W. Grebe
Charles V. Hadrick
William D. King
David M. Rieth
John A. Sanders
William P. Sklar
Martin A. Traber
Richard A. Weiss

Dated: August 1, 1995

FOLEY & LARDNER

By: 

Michael W. Grebe
Chairman and Chief Executive
Officer

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

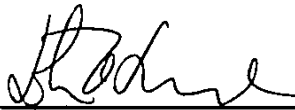
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -5 AM 11:20

THE UNDERSIGNED, a foreign corporation authorized to transact business in the State of Florida, having been named in foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED, this 5th day of December, 1996.

REGISTERED AGENT:

F & L CORP.,
a Wisconsin corporation

By: 
John A. Sanders, Agent