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SMITH, WILLIAMS & HUMPHRIES
ATTORNEYS AT LAW
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201 EAST PINE STREET
SUITE 701
ORLANDO, FLORIDA 32801
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FAX (407) 843-4078
TAMPA OFFICE
OLD HYDE PARK
712 SOUTH OREGON AVENUE
TAMPA, FLORIDA 33606
(813) 253-5400
FAX (813) 254-3459

ALSO ADMITTED VIA EM

REPLY TO ORLANDO

December 10, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-12/12/96--01063--014
***122.50 ***122.50

Attn: Document Filing Section

Re: Articles of Incorporation of Southwest Health Concepts, P.A.

Ladies and Gentlemen:

I am enclosing with this letter the following documents relating to the incorporation of the above-referenced Corporation:

1. The Articles of Incorporation of Southwest Health Concepts, P.A.
2. Check in the amount of \$122.50 to cover the following items: filing fee, one certified copy of the Articles of Incorporation, and certificate designating registered agent.
3. A copy of the executed Articles of Incorporation to be certified and returned.

Thank you for your assistance in this matter. Of course, in the event you should have any questions with regard to this matter, please feel free to call.

Sincerely,

Carol W. Campbell
Carol W. Campbell
Secretary to Robert L. Harding

/cwc
Enclosures

OK
12/13/96

ARTICLES OF INCORPORATION

OF

SOUTHWEST HEALTH CONCEPTS, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

SOUTHWEST HEALTH CONCEPTS, P.A.

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Business, Objects or Purposes

The general nature of the business to be transacted by this corporation or the objects or purposes of the corporation shall be as follows:

- (a) To engage solely and specifically in the business of carrying on the practice of pediatric medicine.
- (b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.
- (c) To own real and personal property necessary for the rendering of the above professional services.
- (d) In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 7,500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 201 E. Pine Street, Suite 701, Orlando, Florida 32801, and the name of the corporation's registered agent is Robert L. Harding. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

The corporation's principal place of business and mailing address is 7051 Dr. Phillips Boulevard, Suite 1, Orlando, Florida 32819.

ARTICLE VI
Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2) and the names and addresses of the person who is to serve as the members thereof shall be as follows:

<u>Name</u>	<u>Address</u>
Manual J. Galceran, M.D.	7051 Dr. Phillips Boulevard, Suite 1 Orlando, Florida 32819
Robert M. Meyer, M.D.	7051 Dr. Phillips Boulevard, Suite 1 Orlando, Florida 32819

ARTICLE VII
Incorporator

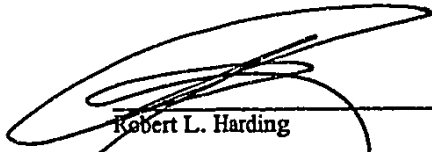
The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert L. Harding	201 E. Pine Street, Suite 701 Orlando, Florida 32801

ARTICLE VIII
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Robert L. Harding

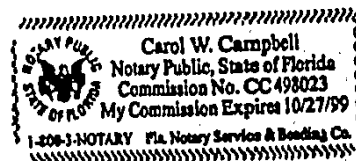
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10 day of December, 1996, by Robert L. Harding, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



(Signature)

(Printed name)
NOTARY PUBLIC - STATE OF FLORIDA
SERIAL NO.:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

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In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

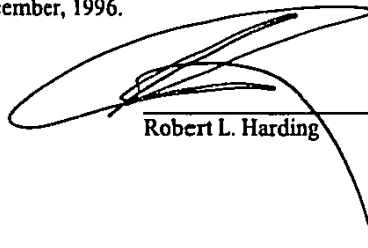
**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

SOUTHWEST HEALTH CONCEPTS., P.A. (the "Corporation"), desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Robert L. Harding, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 201 E. Pine Street, Suite 701, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this _____ day of December, 1996.



Robert L. Harding