

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-3333 FAX

800-342-8086

P96000102685



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 194811 11936A

AUTHORIZATION :

*Patricia Pizzuti*

COST LIMIT : \$ 70.00

ORDER DATE : December 19, 1996

ORDER TIME : 11:43 AM

EFFECTIVE DATE  
*1-1-97*

ORDER NO. : 194811-005

70000LJ35027--1

CUSTOMER NO: 11936A

CUSTOMER: William Muntzing, Esq  
WILLIAM MUNTZING, P.A.

1102 Oak Street

Kissimmee, FL 34741

DOMESTIC FILING

NAME: ATLANTIC SPACE COAST  
GASTROENTEROLOGY, INC.

EFFECTIVE DATE: JANUARY 1, 1997

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: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
96 DEC 20 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 DEC 20 PM 12:09  
DIVISION OF CORPORATION

*KK*  
*12-20-96*

FILED  
96 DEC 20 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
1-1-97

ARTICLES OF INCORPORATION  
OF  
ATLANTIC SPACE COAST GASTROENTEROLOGY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ATLANTIC SPACE COAST GASTROENTEROLOGY, INC.

The address of the principal office of this corporation shall be 1257 South Florida Avenue, Rockledge, Florida 32955, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of the corporation shall be January 1, 1997.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Dr. Timothy G. Lane	1257 South Florida Avenue
Dir.	Rockledge, Florida 32955

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 19, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

LRD/das

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA