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LAW OFFICES

BOONE, BOONE, BOONE & HINES, P. A.

P. O. BOX 1596

VENICE, FLORIDA 34284

ESTABLISHED 1956

STREET ADDRESS:

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E. G. (DAN) BOONE
JEFFERY A. BOONE
STEPHEN K. BOONE
CHARLES D. HINES
JOHN S. KODA

December 30, 1996

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE
1-1-97

Re: The Healing Center at St. Andrews, P.A.

Dear Sir:

We enclose original and one copy of Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$122.50 to cover the cost of this filing.

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>52.50</u>
Total Filing Fee	\$122.50

The corporation's beginning date is January 1, 1997.

Please return a certified copy of the Articles of Incorporation to our office at the post office box listed above.

Thank you for your attention to this matter.

Very truly yours,


Stephen K. Boone

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enclosures

AL JAN 10 1997

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FILED
97 JAN -6 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

EFFECTIVE DATE
1-1-97

THE HEALING CENTER AT ST. ANDREWS, P.A.

FILED
97 JAN -6 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, who is duly licensed to practice medicine in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be:
THE HEALING CENTER AT ST. ANDREWS, P.A.

ARTICLE II - PURPOSE

The purpose for which the Corporation is organized shall be to engage in the practice of medicine, including ophthalmology, within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

ARTICLE III - DURATION

The beginning date of this corporation shall be January 1, 1997, and it shall exist perpetually.

ARTICLE IV - PROFESSIONAL SERVICES

The professional services of the corporation shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida. Professional services shall be rendered in each case by the officer, employee or agent designated solely by this Corporation, acting through its duly

elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of medical practice.

ARTICLE V - CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of One Dollar (\$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 at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid fully for and shall be non-assessable.

Each shareholder must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

ARTICLE VI CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall begin business shall be five thousand dollars (\$5,000.00).

ARTICLE VII - INCORPORATORS

The name and address of the incorporator, together with the number of shares of stock each agrees to take, are:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
David W. Shoemaker, M.D.	1360 East Venice Avenue Venice, Florida 34292	100

ARTICLE VIII
PRINCIPAL OFFICE

The principal office of this corporation shall be located at 1360 East Venice Avenue, Venice, Florida 34292, but the corporation shall have the power to relocate its principal office or establish branch offices at any other place within or without the State of Florida as may be determined or deemed expedient.

ARTICLE IX
OFFICERS AND DIRECTORS

The business of this corporation shall be conducted, carried on and managed by the officers of this corporation and a board of directors composed of one (1) member, which number may be altered from time to time in accordance with the By-Laws adopted by this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Secretary and any other officers as to the Board of Directors may seem expedient. Any two or more offices may be held by the same person. The office of Secretary may be held by a non-stockholder and non-director.

ARTICLE X
SUBSCRIBERS

The name and post office address of the original subscriber to these Articles of Incorporation, who is duly licensed under the laws of the State of Florida to render the professional services for which this corporation is created, and the Initial officers and member of the Board of Directors of this corporation, who are duly licensed under the laws of the State of Florida to render the professional services for which this corporation is created, who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office until the first annual meeting of

the corporation, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
David W. Shoemaker, M.D.	1360 E. Venice Avenue Venice, Florida 34292	President/ Treasurer/ Secretary/ Director

ARTICLE XI
REGISTERED AGENT

The initial registered agent and the address of his office are:

Jeffery A. Boone, Esquire
1001 Avenida del Circo
Venice, Florida 34285

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved 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, unless all the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the subscriber executed these Articles of Incorporation this 30th day of December, 1996.



David W. Shoemaker, M.D.

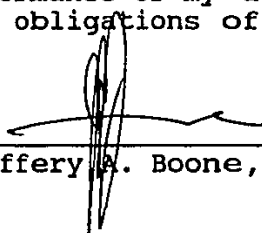
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

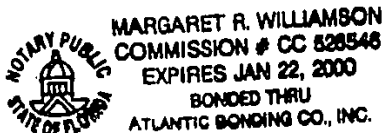
The undersigned, who has been designated registered agent and to accept service of process for the above corporation, affirms that his name is Jeffery A. Boone, and the address for the registered office of the corporation is 1001 Avenida del Circo, Venice, Florida 34284. I hereby accept the appointment 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.



Jeffery A. Boone, Registered Agent

STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that the foregoing Articles of Incorporation were acknowledged before me this 30th day of December, 1996, by DAVID W. SHOEMAKER, M.D., the Incorporator, who is personally known to me.



NOTARY PUBLIC

Sign Margaret R. Williamson
Print MARGARET R. WILLIAMSON

(SEAL)

My Commission Expires: 1/22/2000

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