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JOSEPH I. GOLDSTEIN

PLEASE REPLY TO: ORLANDO

- * BOARD CERTIFIED IN TAXATION
AND MASTER OF LAWS IN ESTATE PLANNING
- + ALSO ADMITTED IN MASSACHUSETTS
- ** ALSO ADMITTED IN IOWA AND MINNESOTA

LAKE COUNTY OFFICE
8210 COUNTY ROAD 48
SUITE 201
YALAHUA, FLORIDA 34787
TELEPHONE (352) 324-3100

January 22, 1997

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

500002071485--8
-01/28/97--01174--014
****122.50 ****122.50

Re: Celebration Obstetrics & Gynecology, P.A.
Effective Date: January 17, 1997

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of the above proposed corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, and return a certified copy to this office.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served.

A check is also enclosed in the total amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for designation of registered agent.

Yours very truly,


Ivan M. Lefkowitz

IML:ym
Enclosures
cc: Thomas C. Gibbs, M.D.

JAN 30

FILED
JAN 27 AM 11:59
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
1-17-97

ARTICLES OF INCORPORATION
OF

CELEBRATION OBSTETRICS & GYNECOLOGY, P.A.

FILED

97 JAN 27 AM 11:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida.

EFFECTIVE DATE

1-17-97

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be CELEBRATION OBSTETRICS & GYNECOLOGY, P.A.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE IV - DURATION

This corporation shall exist perpetually, commencing on the date of execution of these Articles.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation shall be:

430 North Mills Avenue
Orlando, Florida 32803

The name of the initial registered agent of this corporation at that address shall be:

IVAN M. LEFKOWITZ

ARTICLE VI - ADDRESS OF CORPORATION

The corporation's principal office and mailing address shall be:

820 Lucerne Terrace
Orlando, Florida 32801

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one (1).

B. The number of directors may either be increased or diminished from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1).

C. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and address of the initial members of the Board of Directors and Officers, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
THOMAS C. GIBBS, M.D.	820 Lucerne Terrace Orlando, FL 32801	President/ Secretary/ Treasurer/ Director

ARTICLE IX - SUBSCRIBER TO ARTICLES

The following are the name and address of the subscriber to these Articles of Incorporation, who is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
THOMAS C. GIBBS, M.D.	820 Lucerne Terrace Orlando, FL 32801

ARTICLE X - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition, such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XII - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.


B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XIII - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of January, 1997.



THOMAS C. GIBBS, M.D.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
97 JAN 27 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is:

CELEBRATION OBSTETRICS & GYNECOLOGY, P.A.

2. The name and address of the registered agent and office is:

IVAN M. LEFKOWITZ
430 North Mills Avenue
Orlando, Florida 32803

Date: Jan. 17, 1997

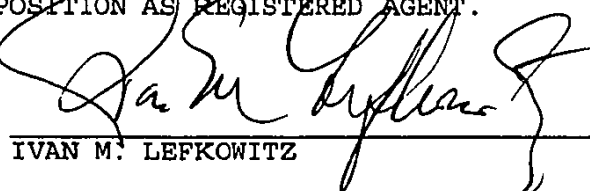


THOMAS C. GIBBS, M.D., President

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Date: Jan. 17, 1997



IVAN M. LEFKOWITZ