



THE UNITED STATES
CORPORATION
COMPANY

P97000010552

ACCOUNT NO. : 072100000032

REFERENCE : 245612 4352702

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 122.50

ORDER DATE : February 3, 1997

ORDER TIME : 9:30 AM

ORDER NO. : 245612-005

EFFECTIVE DATE

1-31-97

CUSTOMER NO: 4352702

300002075473--2

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34230-3258

DOMESTIC FILING

NAME: INTER-MEDIC MEDICAL GROUP,
P.A.

EFFECTIVE DATE: JANUARY 31, 1997

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

106
2-3-97

FILED
97 FEB -3 PM 2:20
TALLAHASSEE, FLORIDA

RECEIVED
97 FEB -3 AM 10:44
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

INTER-MEDIC MEDICAL GROUP, P.A.

EFFECTIVE DATE

1-31-97

FILED
97 FEB -3 PM 2:20
SEC
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a professional Corporation under and, in all respects, in compliance with the Florida General Corporation Act, Chapter 607, Florida Statutes, and the Professional Service Corporation Act, Chapter 621, Florida Statutes.

1. Name. The name of the Corporation is:

Inter-Medic Medical Group, P.A.

2. Purposes. This professional Corporation is organized for the sole and specific purpose of engaging 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 who are duly licensed under the laws of the State of Florida to practice medicine herein.

This professional Corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this Corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional Corporation otherwise permitted by law.

3. Principal Office. The principal office of the Corporation is:

2885 Tamiami Trail
Port Charlotte, Florida 33952

4. Mailing Address. The mailing address of the Corporation is:

2885 Tamiami Trail
Port Charlotte, Florida 33952

5. Authorized Shares. The Corporation is authorized to issue 7,500 shares of common stock having no par value. No shares of the Corporation shall be issued except to an individual who is duly licensed to practice medicine in the State of Florida.

6. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholder's agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

7. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

John L. Moore, Esq.
200 South Orange Avenue
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

8. Directors.

Section A. Number.

This professional Corporation shall have no less than five (5) and no more than thirteen (13) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than five (5). The manner of selection of directors shall be as provided in the bylaws.

Section B. Compensation.

The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon

which such compensation shall be paid. Any directors of this professional Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

Section C. Indemnification.

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

9. Initial Board of Directors. The names and street addresses of the members of the first board of directors of this professional Corporation, who are licensed to practice medicine in the State of Florida, are:

<u>Name</u>	<u>Address</u>
L. Casanova, M.D.	2885 Tamiami Trail, Port Charlotte, FL 33952
V. Howard, M.D.	2885 Tamiami Trail, Port Charlotte, FL 33952
S. Spencer, M.D.	2885 Tamiami Trail, Port Charlotte, FL 33952
T. Wazny, M.D.	2885 Tamiami Trail, Port Charlotte, FL 33952
R. Gil, M.D.	2885 Tamiami Trail, Port Charlotte, FL 33952
T. Civitella, M.D.	2885 Tamiami Trail, Port Charlotte, FL 33952

10. Incorporator. The name and address of the incorporator of the Corporation is:

John L. Moore, Esq.
200 South Orange Avenue
Sarasota, Florida 34236

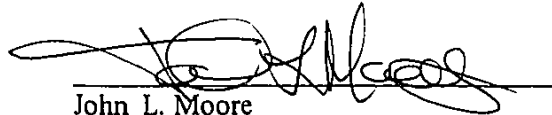
11. Bylaws. The initial bylaws of this professional Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

12. Duration. The existence of the Corporation shall commence upon January 31, 1997 and shall be perpetual.

13. Amendment. This professional Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than two-thirds (2/3rds) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

14. Dissolution. The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3rds) of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the Corporation property and assets shall, after payment, be distributed to the shareholders prorata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of January, 1997.



John L. Moore
Incorporator and Registered Agent

jd-189154

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97 FEB -3 PM 2:20
SEC
TALLAHASSEE, FLORIDA