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LAW OFFICES

J. SCOTT LANFORD

Professional Association

J. SCOTT LANFORD

R. KEITH WILLIAMS
of counsel

February 25, 1997

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

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-02/28/97--01051--009
***122.50 ***122.50

RE: ROY A. WOOD, M.D., P.A.

Dear Sir or Madam:

I enclose an original and one copy of Articles of Incorporation for ROY A. WOOD, M.D., P.A., together with filing fee in the amount of \$122.50. Please file the original Articles and return the copy to the undersigned.

Thank you.

Sincerely,

J. Scott Lanford, P.A.

JSL/sjh

- Enclosure - Original Articles of Incorporation
- Copy of Articles of Incorporation
- Check in the amount of \$122.50

cc: ROY ALVIN WOOD
13 Majestic Way
Fort Pierce, FL 34949

FILED
97 FEB 28 11 17
STATE OF FLORIDA
TALLAHASSEE

Handwritten initials and number: 3-597

FILED
97 FEB 28 PM 1:16
SECRET
TALLAHASSEE

ARTICLES OF INCORPORATION
OF
ROY A. WOOD, M.D., P.A.

I, the undersigned incorporator to these Articles of Incorporation, being a natural person competent to contract as a(n) and duly licensed to render professional services, do hereby associate myself in the formation of a professional service corporation under the laws of the State of Florida, pursuant to the provisions of Chapters 607 and 621, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

ROY A. WOOD, M.D., P.A.

ARTICLE II

NATURE OF BUSINESS

The objects and purposes to be transacted and carried on by this corporation and the professional services to be rendered in connection therewith are as follows:

1. To engage in the business of rendering professional services to the public including every phase and aspect of such business and to perform all acts and do all things which are or would be usual and incident to the practice of MEDICINE and the rendition of services by a(n) duly licensed or otherwise legally authorized under the laws of the State of Florida; but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed

or otherwise legally authorized under the laws of the State of Florida to practice MEDICINE in such state.

2. To engage in every phase and aspect of the business of rendering the same professional services to the public that a(n) duly licensed or otherwise legally authorized under the laws of the State of Florida may render, through participation in general partnerships or limited partnerships (whether the Corporation be a general or limited partner) so long as all participating partners shall be authorized to carry on the same business of rendering professional services to the public either as a duly licensed or otherwise legally authorized law or as a corporation formed under Chapters 607 and 621, Florida Statutes, for the purpose of rendering services.

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

4. To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in furtherance thereof or 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 of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this

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

5. The objects and purposes specified in these Articles of Incorporation, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 1,000 shares of common stock having a par value of \$0.10 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV

TERM OF EXISTENCE

The existence of this Corporation shall begin upon the filing of these articles with the Florida Department of State.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

3125 W. New Haven Ave., #200
West Melbourne, FL 32904-3533
(407) 728-9898

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

J. SCOTT LANFORD, ESQ.

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors which shall consist of One individual(s).

ARTICLE VII

FIRST BOARD OF DIRECTORS

The name and street address of the member(s) of the first Board of Directors who shall hold office until his successor shall have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
ROY ALVIN WOOD	13 Majestic Way Fort Pierce, FL 34949

ARTICLE VIII
INCORPORATOR

The individual organizing this Corporation and executing these Article of Incorporation as the incorporator is duly licensed or otherwise legally authorized to practice MEDICINE and render professional services within the State of Florida. The name and street address of the incorporator are as follows:

<u>Name</u>	<u>Street Address</u>
ROY ALVIN WOOD	13 Majestic Way Fort Pierce, FL 34949

ARTICLE IX

SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of affairs of this Corporation:

1. No shareholder of this Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his shares of stock.

2. No shareholder of this Corporation may transfer or otherwise dispose of his shares of stock in this Corporation. No shares of stock in this Corporation may be pledged or hypothecated in any manner.

3. This Corporation shall have the power to enter into, or become a partner in, any agreement for the sharing of profits, union of interests, or joint venture with any person, firm or corporation to carry on any legal business or to make any legal investment otherwise permitted for this Corporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interests of the Corporation's directors or shareholders, shall have the power to establish reasonable compensation for its directors, officers and employees and shall have the power to provide one or more of the following additional compensation plans, whether singularly on behalf of the Corporation or in participation or conjunction with other individuals, partnerships or corporations:

- (a) A pension plan;
- (b) A profit-sharing plan;
- (c) A medical-dental reimbursement plan;
- (d) A thrift and savings plan;
- (e) A stock bonus plan;
- (f) A stock option plan; or
- (g) Other retirement, death benefit or incentive compensation plans.

5. No contract or other transaction between this Corporation and any other person, firm, association, partnership or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a member, director

or officer, or are members, directors or officers of such other firm, association, partnership or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which this Corporation is interested; and no person, firm, association, partnership or corporation shall be affected or invalidated by the fact that any director or directors of this Corporation is or are interested in such contract, account, firm, association, partnership, or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself, or any firm, association, partnership or corporation in which he may in any way be interested. The directors, when so interested, shall be accounted as present at the Board of Directors meetings, and may vote in such meetings as fully and with the same effect as if not so interested.

ARTICLE X

PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Corporation are:

13 Majestic Way, Fort Pierce, FL 34949

IN WITNESS WHEREOF, the undersigned has made and subscribed the Articles of Incorporation at Melbourne, Brevard County, Florida, for the uses and purposes aforesaid, this February 25, 1997.

Roy A Wood

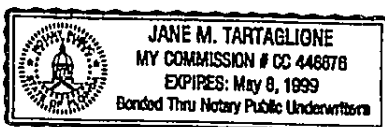
ROY ALVIN WOOD

STATE OF FLORIDA)
) SS.
COUNTY OF BREVARD)

Before me personally appeared ROY ALVIN WOOD to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Melbourne, Brevard County, Florida, this February 25, 1997.
Fluores L.C. # W300-721-56-408-0

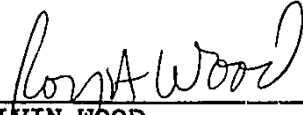
Jane Tartaglione
Notary Public



DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

97 FEB 20 PM 1:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, ROY A. WOOD, M.D., P.A., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 3125 W. New Haven Ave., #200, West Melbourne, FL 32904-3533, has named J. SCOTT LANFORD located thereat as its registered agent to accept service of process within this state.



ROY ALVIN WOOD,
Incorporator

Having been named as registered agent to accept service of process for the above-named corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



J. SCOTT LANFORD,
Registered Agent

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