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DARBY, PEELE, BOWDOIN & PAYNE

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.
S. AUSTIN PEELE, P.A.
W. RODERICK BOWDOIN, P.A.
M. BLAIR PAYNE
THOMAS J. KENNON, III
TERESA BYRD MORGAN

ATTORNEYS AT LAW

April 28, 1997

327 NORTH HERNANDO STREET
POST OFFICE DRAWER 1707
LAKE CITY, FLORIDA 32056
TELEPHONE (904) 752-4120
4432.03-97-118

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

Gentlemen:

Enclosed are original and photocopy of Articles of Incorporation of JOHN I. ABU, M.D., P.A., a Florida corporation. Please file the original Articles of Incorporation, certify the copy and return it to us.

Also enclosed are the following:

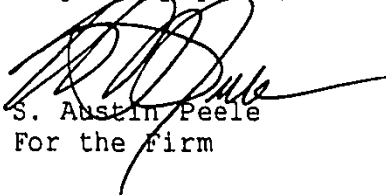
1. Our trust account check in the sum of \$122.50 as payment for the following costs:

Filing Fee	\$ 35.00
Fee for certified copy	52.50
Fee for designation of registered agent	<u>35.00</u>
Total	\$122.50

2. Certificate of Designation of Registered Agent/Registered Office.

Thank you.

Very truly yours,


S. Austin Peele
For the firm

SAP/wh
Enclosures

MAY 1 - 1997

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97 APR 29 AM 10:26
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOHN I. ABU, M.D., P.A.

FILED
97 APR 29 AM 10:26
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms and organizes a professional service corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: JOHN I. ABU, M.D., P.A.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The nature of the business to be transacted by this corporation, and the objects and purposes of this corporation, shall be as follows:

A. To engage solely and specifically in the business of carrying on the general practice of medicine, including but without limitation the practice of obstetrics and gynecology;

B. To invest in real estate, mortgages, stocks, bonds or any other type of investments;

C. To own real and personal property necessary for the rendering of the above described professional services;

D. In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash or property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 327 North Hernando Street, Lake City, Florida 32055. The initial registered agent of this corporation at such office is S. Austin Peele.

ARTICLE VI - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time as provided in the by-laws, but shall never be less than one.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and address of the sole member of the first Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN I. ABU, M.D.	240 Fox Hollow Drive #403 Mayfield Heights, Ohio 44124

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator who has executed these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN I. ABU, M.D.	240 Fox Hollow Drive #403 Mayfield Heights, Ohio 44124

ARTICLE IX - PRINCIPAL OFFICE

The principal office of the corporation shall be located at 402 State Road 47, Lake City, Florida 32055, and the mailing

address of the corporation is Post Office Box 3175, Lake City, Florida 32056-3175.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended, from time to time, in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that an amendment be made.

ARTICLE XI - LIMITATIONS OF CAPITAL STOCK

The following limitations shall apply to the issuance, ownership, sale or transfer of the capital stock of this corporation:

A. No one other than an individual, professional corporation, or professional limited liability company, duly licensed or otherwise legally authorized to render the same professional services as those for which this corporation was organized, may own any capital stock of this corporation.

B. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting

another person with the authority to exercise the voting power of any or all of that shareholder's stock.

C. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public of the type this corporation is organized to render, becomes legally disqualified to render such professional services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon such person's continued rendering of such professional services, that person shall sever all employment with, and financial interest in, this corporation;

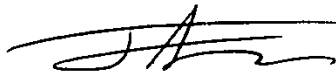
D. No shareholder of this corporation may sell or transfer shares of this corporation owned by such shareholder, except to another individual, professional corporation, or professional limited liability company, who is eligible to be a shareholder of this corporation. Any such sale or transfer may be made only after the same shall have been approved, at a shareholders' meeting specifically called for that purpose, by not less than a majority of the outstanding shares present at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer such shares may not be voted or counted for any purpose at said meeting;

Draft of a paragraph you wanted to see:

E. In the event there is now, or at any time in the future shall be more than one shareholder of this corporation, before capital stock is issued to any shareholder, each must have negotiated with the other shareholders and this corporation, an agreement providing for in the redemption or disposition of each shareholder's capital stock if the interest of the shareholder in this corporation is terminated for any reason. An executed copy of the such agreements, from time to time entered into between the shareholders and this corporation, shall be filed with and made a part of the records of this corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes therein stated.

Dated this 22 day of April, 1997.

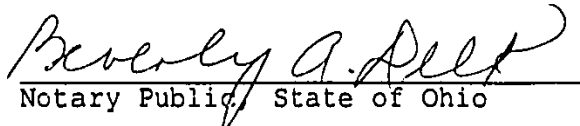


JOHN I. ABU, M.D.

STATE OF OHIO

COUNTY OF Cuyahoga

The foregoing Articles of Incorporation were acknowledged before me by John I. Abu, M.D., this 22 day of April, 1997, who is personally known to me or who produced ODL RM 670997 as identification.


Notary Public, State of Ohio

(NOTARIAL SEAL)

(Type or Print Name)

My Commission expires:
6 BEVERLY A. DELK, Notary Public
State of Ohio, Cuyahoga County
My Commission Expires Feb. 1, 2001

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

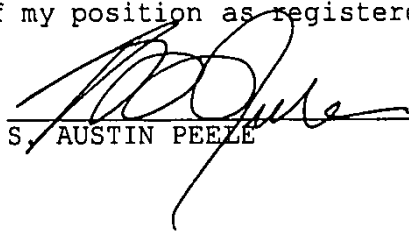
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: JOHN I. ABU, M.D., P.A.

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

S. AUSTIN PEELE
327 North Hernando Street
Lake City, Florida 32055

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.



S. AUSTIN PEELE

FILED
97 APR 29 AM 10:26
TALLAHASSEE, FLORIDA