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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: KEITH A. AQUA, M.D., P.A.
AUDIT NUMBER.....H97000008139
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: KEITH A. AQUA, M.D., P.A.
REF: W97000011525

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The electronically submitted document must also include the preparer's Florida Bar membership number in the lower left hand corner of the document if the preparer is a member of the Florida Bar.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

FAX Aud. #: H97000008139
Letter Number: 097A00026612

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ARTICLES OF INCORPORATION

FOR

KEITH A. AQUA, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be KEITH A. AQUA, M.D., P.A.

ARTICLE II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by physicians licensed to practice medicine in the State of Florida.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or

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2699 S Bayshore Drive, Suite 2000
Miami, FL 33133
(305) 856-4845
Florida Bar No. 104870

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otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stock, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be five hundred (500) shares of common stock at One Dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV DURATION

The corporation shall have perpetual existence.

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ARTICLE V

PRINCIPAL OFFICE

The address of this corporation's principal office is 560 Village Boulevard, Suite 315,
West Palm Beach, FL 33409.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator is as follows: Keith A. Aqua, M.D., 560
Village Boulevard, Suite 315, West Palm Beach, FL 33409.

ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The
number of Directors may be increased or decreased from time to time by a resolution of
the majority of the Stockholders but shall never be less than one. The name and address
of the initial Director of this corporation is: Keith A. Aqua, M.D. at 560 Village
Boulevard, Suite 315, West Palm Beach, FL 33409.

ARTICLE VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing
setting forth the action so taken shall be signed by all the Shareholders entitled to vote
upon such action at a meeting and filed with the Secretary of the corporation as part of
the corporate records.

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ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director or stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 16th day of May, 1997.


Keith A. Aqua, M.D., Incorporator

STATE OF FLORIDA

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) SS:

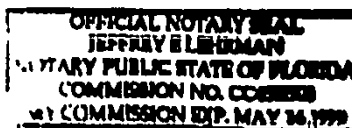
COUNTY OF DADE

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BEFORE ME, the undersigned authority, personally appeared Keith A. Aqua, M.D., who is to me personally known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, in the said County and State, this 16th day of May, 1997.


Notary Public



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RESIDENT AGENT DESIGNATION

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

KEITH A. AQUA, M.D, P.A.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of West Palm Beach, County of Palm Beach, State of Florida, has named Jeffrey E. Lehrman, Esquire, located at 2699 S Bayshore Drive, Suite 300D, Miami, FL 33133, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Jeffrey E. Lehrman, Esq., Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

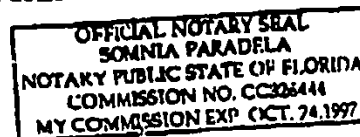
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Jeffrey E Lehrman, Esq., who is to me personally known to be the person described in and who executed the foregoing Articles of Incorporation as the Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, in the said County and State, this 16th day of May, 1997

Somnita Paradel

Notary Public



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