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*Law Offices Of  
Ehrlich and Samis*  
4699 Central Avenue, Suite 102  
St. Petersburg, Florida 33713

*Charles W. Ehrlich  
Scot E. Samis*

May 28, 1997

FILED  
97 MAY 30 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Telephone  
(813) 321-4700  
Facsimile 323-8286

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


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-05/30/97--01049--006  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

RE: D & L Associates Medical Group, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for D & L Associates Medical Group, Inc., and a check in the amount of \$122.50 which includes the filing fee and a certified copy. Please return the Articles to this office after filing. Thank you.

Very truly yours,



Scot E. Samis

SES/mmb  
Enclosure

QW 6-2-97

ARTICLES OF INCORPORATION

OF

D & L ASSOCIATES MEDICAL GROUP, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

D & L ASSOCIATES MEDICAL GROUP, INC.

The principal place of business of this corporation shall be 1710 Lighthouse Terrace, #1, South Pasadena, FL 33707.

ARTICLE II. NATURE OF BUSINESS

The management of a medical practice and to engage or transact in any or all lawful activities or business permitted under the laws pertaining to corporations in the State of Florida or the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1710 Lighthouse Terrace, #1, South Pasadena, FL 33707, and name of the initial registered agent of the corporation at that address is David Woodworth.

ARTICLE V. TERM OF EXISTENCE

This corporation is to begin immediately and exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporators that the corporation will elect to be taxed as an S corporation under the terms of Sections 1361, et seq., Internal Revenue Code of 1986. Initial stock shall be designated as section 1244 stock.

ARTICLE VII. DIRECTORS

This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors is:

David Woodworth  
11150 - 4th Street, North, #3501  
St. Petersburg, FL 33716

Lyn Nixon  
2725 Penzance Street  
Palm Harbor, FL 34684

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

David Woodworth, President  
11150 - 4th Street, North, #3501  
St. Petersburg, FL 33716

Lyn Nixon  
2725 Penzance Street  
Palm Harbor, FL 34684

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation are:


David Woodworth  
11150 - 4th Street, North, #3501  
St. Petersburg, FL 33716

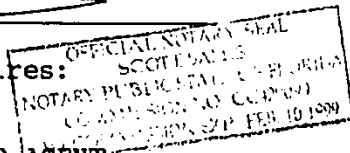
IT WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 27 day of May, 1997.

  
DAVID WOODWORTH

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27 day of May, 1997.

  
Notary Public  
My Commission expires:



CERTIFICATE OF DESIGNATING REGISTERED AGENT

D & L ASSOCIATES MEDICAL GROUP, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named David Woodworth, with street address at 1710 Lighthouse Terrace, #1, South Pasadena, FL 33707, as its agent to accept service of process within this State.

  
David Woodworth, Subscriber

Dated: 5/27/97

ACCEPTANCE OF APPOINTMENT

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 this 27 day of May, 1997.

  
David Woodworth