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JUN 20 97 10:58/ST. 10:56/NO. 4260231281 P 2

6/19/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: FOLEY & LARDNER OF TAMPA
CONTACT: THERESIA WESTBROOK
PHONE: (813) 229-2300

ACCT#: 071344001620

FAX #: (813) 221-4210

NAME: PATRICIA M. ZYLMAN, M.D., P.A.
AUDIT NUMBER.....H97000010080
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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CERT. COPIES.....1

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Submitted by:
Gary D. Koch, Esq.
Fla. Bar No. 53376
Foley & Lardner
100 North Tampa St., Ste. 2700
Tampa, FL 33602

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nc 6/20/97

**ARTICLES OF INCORPORATION
OF
PATRICIA M. ZYLMAN, M.D., P.A.**

THE UNDERSIGNED, acting as sole incorporator of PATRICIA M. ZYLMAN, M.D., P.A. under Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is **PATRICIA M. ZYLMAN, M.D., P.A.**

ARTICLE II

Business and Activities

This corporation may, and is authorized to, engage in the practice of medicine and all of its specialties and may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and own real or personal property necessary for the rendition of professional services activity in accordance with the provisions of Chapter 621 of the Florida Statutes.

ARTICLE III

Shares

The number of shares which the corporation shall have authority to issue is One Thousand (1,000), consisting of a single class of common stock, having a par value of \$0.10 per share.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights with respect to new stock of this corporation.

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ARTICLE V

Principal Office

The address of the Principal Office of the corporation is 3819 Harrogate Drive, Valrico, Florida 33511. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI

Mailing Address

The mailing address of the corporation is 3819 Harrogate Drive, Valrico, Florida 33511.

ARTICLE VII

Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 3819 Harrogate Drive, Valrico, Florida 33511, and the initial Registered Agent at such address is Patricia M. Zylman, M.D.

ARTICLE VIII

Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the corporation is One (1). The number of Directors may be increased or decreased from time to time in the manner provided for in the Bylaws, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as initial Director until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and shall qualify is as follows:

Patricia M. Zylman, M.D.
3819 Harrogate Drive
Valrico, Florida 33511

ARTICLE IX

Incorporator

The name and address of the sole incorporator of the corporation is: Patricia M. Zylman, M.D., 3819 Harrogate Drive, Valrico, Florida 33511.

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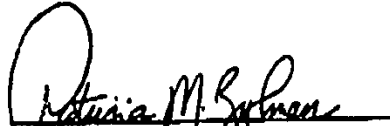
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IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 19th day of June, 1997.


Patricia M. Zylman, M.D.,
Incorporator

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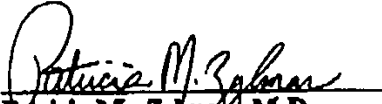
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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to her as Registered Agent of the corporation.

DATED, this 19th day of June, 1997.


Patricia M. Zylman, M.D.,
Registered Agent

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