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ACCOUNT NO. : 072100000032

REFERENCE : 482697 12088A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : August 1, 1997

ORDER TIME : 8:17 AM

ORDER NO. : 482697-005

CUSTOMER NO: 12088A

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CUSTOMER: Thomas F. Kerney, Esq
THOMAS F. KERNEY, ESQ

Suite 210
1516 East Hillcrest Street
Orlando, FL 32803

DOMESTIC FILING

NAME: WILLIAM T. SCOTT, M.D., P.A.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tina M. Bartlett

EXAMINER'S INITIALS: _____

FILED
97 AUG -1 AM 10:23
SECTION 11, JIALE
TALLAHASSEE, FLORIDA

97 AUG -1 AM 9:54
SECTION 11, JIALE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FILED

97 AUG - 1 AM 10:23

SECRETARY OF STATE
WILLIAM T. SCOTT, M.D., P.A. TALLAHASSEE, FLORIDA

The undersigned incorporator, being a person competent to contract, and a person duly licensed as a Doctor of Medicine under the laws of the State of Florida, subscribes to these Articles of Incorporation to form a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of this Corporation is:

William T. Scott, M.D., P.A.

The address of the principal office of the Corporation and the mailing address is: 24 W. Sturtevant St., Orlando, Florida 32806.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of this Corporation who are duly licensed under the laws of the State of Florida to practice.

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

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, 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 or furtherance of such purposes or objects of this Corporation.

D. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be amended from time to time.

ARTICLE III - CAPITAL STOCK

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of ONE CENT (\$.01) per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV - TERM OF EXISTENCE

The corporate existence shall commence on the date of filing of these Articles and shall continue perpetually thereafter unless dissolved according to law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 24 W. Sturtevant St., Orlando, Florida 32806, and the name of the initial registered agent of this Corporation at that address is William T. Scott.

ARTICLE VI - DIRECTORS

There shall be one (1) member of the initial Board of Directors of the Corporation. The number of persons constituting the Board of Directors may be increased or decreased from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director. Any vacancy in the Board of Directors, however created, may be filled and any additional directors may be elected by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the

remaining Directors until the Shareholders have acted to fill the vacancy. The name and address of the person who is to serve as Director until the first election thereof is as follows:

William T. Scott
24 W. Sturtevant St.
Orlando, FL 32806

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator signing these Articles is:

William T. Scott
24 W. Sturtevant St.
Orlando, FL 32806

ARTICLE X - SHAREHOLDERS

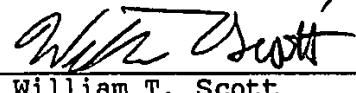
Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No Shareholder of this Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a Shareholder of this Corporation. No Shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer, director or

employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of July, 1997.



William T. Scott

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of William T. Scott, M.D., P.A.



William T. Scott

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SEAL OF THE
STATE OF FLORIDA
TALLAHASSEE, FLORIDA