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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 493643 4612404

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : August 12, 1997

ORDER TIME : 9:24 AM

ORDER NO. : 493643-005

CUSTOMER NO: 4612404

CUSTOMER: Emil C. Marquardt, Jr., Esq
MACFARLANE FERGUSON & MCMULLEN

P. O. Box 1669

Clearwater, FL 34617

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-08/12/97--01072--023
****122.50 ****122.50

DOMESTIC FILING

NAME: FLORIDA TELEHEALTH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tina M. Bartlett

EXAMINER'S INITIALS:

FILED
97 AUG 12 PM 4:09
TALLAHASSEE, FLORIDA
STATE

RECEIVED
97 AUG 12 PM 12:23
TALLAHASSEE, FLORIDA
STATE

AUG 12 1997

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

400 NORTH TAMPA STREET, SUITE 2300
P. O. BOX 1531 (ZIP 33601)
TAMPA, FLORIDA 33602
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400 CLEVELAND STREET
P. O. BOX 1669 (ZIP 34617)
CLEARWATER, FLORIDA 34615
(813) 441-6966 FAX (813) 442-6470

IN REPLY REFER TO

August 5, 1997

Clearwater Office

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

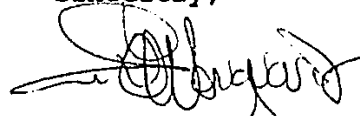
RE: Florida Telehealth, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of the Incorporation for the above-named corporation. Also enclosed is the registered agent form and our firm check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certification fee and \$35.00 registered agent designation fee.

Should you have any questions, please advise.

Sincerely,



Emil C. Marquardt, Jr.

ECM\bcf
Encs.

ARTICLES OF INCORPORATION
OF
FLORIDA TELEHEALTH, INC.

FILED
97 AUG 12 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name of this corporation is FLORIDA TELEHEALTH, INC., whose place of business is located at 1518 Willow Brook Drive, Palm Harbor, Florida 34683.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

ance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 625 Court Street, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is Emil C. Marquardt, Jr.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have one director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Dana Deupree, M.D.	625 Court Street Clearwater, FL 33756	President
Daniel Montzka, M.D.	625 Court Street Clearwater, FL 33756	Vice Pres.
Matthew Webber	625 Court Street Clearwater, FL 33756	Secy./Treas.

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Emil C. Marquardt, Jr.	625 Court Street Clearwater, FL 33756

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be

ARTICLE X
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII
Indemnification

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

ARTICLE XIII
Amendment

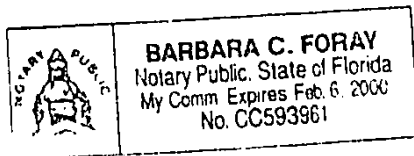
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of August

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EMIL C. MARQUARDT, JR., to me personally known or who has produced UP as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 7 day of August, 1997.



Barbara C. Foray
Notary Public
Print Name Barbara C. Foray
My Commission Expires: 2/6/2000

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for FLORIDA TELEHEALTH, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Emil C. Marquardt, Jr.
EMIL C. MARQUARDT, JR.

H:\DATA\ATY\ECM\DOCTORS\A-D\DEUPREE\ART. INC

FILED
AUG 12 PM 4:09
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA