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Law Offices of
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E. MARK BREED III
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September 4, 1997

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

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RE: SOHAM PULMONARY GROUP, P.A.

Gentlemen:

Please find enclosed for filing original and copy of Articles of Incorporation for the above named corporation. Please return to this office one (1) certified copy of said Articles.

Also enclosed, please find a check in the amount of \$122.50, representing the following costs for the corporation:

Florida Corporation Fee	\$ 35.00
Certified copy of Articles	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50

Your assistance and cooperation in this matter will be appreciated.

Very truly yours,

E. Mark Breed III

E. MARK BREED III

FILED
97 SEP -8 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EMBIII/lw
Enclosures

SEP 9

BSB

ARTICLES OF INCORPORATION
OF
SOHAM PULMONARY GROUP, P.A.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of professional service corporation, a natural person competent to contract, and licensed to practice as a physician under the laws of the State of Florida, hereby forms a professional service corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I.
NAME

The name of this corporation is SOHAM PULMONARY GROUP, P.A.

ARTICLE II.
NATURE OF BUSINESS

The nature of the business to be transacted by this professional service corporation is to render professional services to the general public and to do all things in connection therewith that are customarily done by a licensed physician under the laws of the State of Florida, and, in accordance with "The Professional Service Corporation Act" of Florida, to invest its funds in real estate, mortgages, stocks, bonds, or other types of investments, and may own real or personal property necessary for the rendering of professional services. The business of the corporation shall be limited to the foregoing activities and no others.

ARTICLES III.
CAPITAL STOCK

The capital stock of this corporation shall be one hundred (100) shares of \$1.00 par value common stock. Said stock shall be issued

pursuant to a plan under section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the board of directors of this corporation.

ARTICLES IV.
TERM OF EXISTENCE

This corporation will exist perpetually.

ARTICLES V.
ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 6801 U.S. 27 South, Suite C-3, Sebring, Florida 33870. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI.
DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

ARTICLE VII.
INITIAL DIRECTORS

The name and post office address of the member of the first board of directors is:

<u>Name</u>	<u>Address</u>
Bipin C. Bhatt	6801 U.S. 27 South, Suite C-3 Sebring, Florida 33870

ARTICLE VIII.
SUBSCRIBERS

The name and post office address of each subscriber of these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Bipin C. Bhatt	6801 U.S. 27 South, Suite C-3 Sebring, Florida 33870

ARTICLE IX.
AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE X.
LIMITATIONS ON CORPORATE STOCK

1. No one other than an individual who is duly licensed as a physician under the laws of the State of Florida may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services with the State of Florida, or is elected to public office or accepts employment that,

pursuant to the existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with and financial interest in the corporation.

3. No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

4. In the event there is more than one shareholder in the corporation, before stock is issued to shareholders they must have negotiated with the other shareholders and/or the corporation a stockholders' agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An executed copy of the stockholders' agreement must be filed with the secretary of the corporation, and made a part of the records of the corporation.

5. The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI.
DESIGNATION OF REGISTERED AGENT

Pursuant to Florida Statutes, the undersigned subscriber designates Bipin C. Bhatt, 6801 U.S. 27 South, Suite C-3, Sebring, Florida

33870, as registered agent for the corporation to accept service of process within the State of Florida.


IN WITNESS WHEREOF I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purposes of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares, hereinabove set forth, and hereunto set my hand and seal this 4th day of September, 1997.



BIPIN C. BHATT

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 4th day of September, 1997, by Bipin C. Bhatt, who is personally known to me () or who has produced _____ as identification.



NOTARY PUBLIC, State of Florida

My Commission Expires:

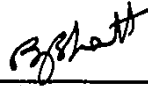


MARY LOU PITTS
Notary Public, State of Florida
My Comm. Exp. Oct. 4, 1997
Comm. No. CC 322854

ACKNOWLEDGMENT
FOR REGISTERED AGENT

FILED
97 SEP -8 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the hereinabove corporation, at the place designated in the foregoing Articles, I hereby accept to act in this capacity and agree to comply with the applicable provisions of the Florida Statutes relative to keeping open said office.



BIPIN C. BHATT

kpb/soham.pa