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FILED
97 SEP 10 PM 6:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 10, 1997

Via Hand Delivery

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32302

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****122.50 ****122.50

Re: Medical Practice Associates, P.A.

Dear Sir or Madam:

Enclosed for filing with your office are Articles of Incorporation for the above-referenced corporation. A check for \$122.50 to cover the filing fee and certified copy charge is enclosed.

If you will contact my office as soon as this document is ready, I will arrange for someone to pick it up.

If you have any questions or if any additional information is required, please do not hesitate to give me a call. Your assistance in this matter is appreciated.

Sincerely,
Robert A. Pierce
Robert A. Pierce

RAP/ss
Enclosures

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ARTICLES OF INCORPORATION
OF
MEDICAL PRACTICE ASSOCIATES, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby fileS these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I.
Name and Principal Office

The name of this Corporation shall be **MEDICAL PRACTICE ASSOCIATES, P.A.**
The principal place of business and mailing address of this Corporation is
1881 Professional Park Circle, Suite 80, Tallahassee, Florida 32308.

ARTICLE II.
Nature of Business

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the Florida Professional Services Corporation Act for the rendering of professional medical services and related activities.

ARTICLE III.
Stock

The authorized capital stock of this Corporation shall consist of 1000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporator**

The name and street address of the Incorporator of this Corporation is Robert A. Pierce, 227 South Calhoun Street, Tallahassee, Florida 32301.

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be Robert A. Pierce. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.
Number of Directors**

This Corporation shall have no less than two Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

ARTICLE IX.
Initial Board of Directors

The initial Board of Directors shall consist of six persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

<u>Name</u>	<u>Address</u>
Rick Damron, M.D.	1881 Professional Park Circle, Suite 80 Tallahassee, Florida 32308
Gurusami Lakshmin, M.D.	1881 Professional Park Circle, Suite 80 Tallahassee, Florida 32308
Leonard Leichus, M.D.	1881 Professional Park Circle, Suite 80 Tallahassee, Florida 32308
Albert N. Menduni, M.D.	1881 Professional Park Circle, Suite 80 Tallahassee, Florida 32308
Andrea Randall, M.D.	1881 Professional Park Circle, Suite 80 Tallahassee, Florida 32308
Leonard Waldenberger, M.D.	1881 Professional Park Circle, Suite 80 Tallahassee, Florida 32308

ARTICLE X.
Officers

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

Leonard Leichus, M.D.
1881 Professional Park Circle, Suite 80
Tallahassee, Florida 32308

President, Secretary & Treasurer

ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.


**ARTICLE XII.
Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**ARTICLE XIII.
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

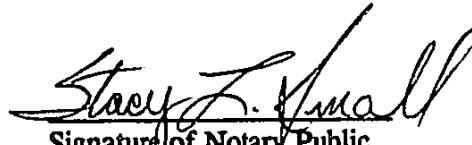
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 9th day of September, 1997.



Robert A. Pierce
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 9th day of September, 1997,
by Robert A. Pierce, who is personally known to me and who did not take an oath.


Signature of Notary Public
Notary Seal/Stamp:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

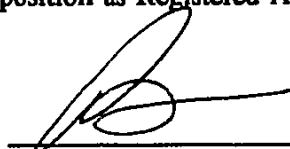
In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

MEDICAL PRACTICE ASSOCIATES, P.A., desiring to organize as a corporation under the laws of the state of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named Robert A. Pierce, located at said address, as its initial Registered Agent.



Robert A. Pierce
Incorporator
Date: September 9, 1997

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



Robert A. Pierce
Registered Agent
Date: September 9, 1997

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TALLAHASSEE, FLORIDA