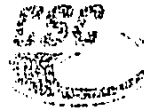


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ACCOUNT NO. : 072100000032

REFERENCE : 532655 9104A

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 122.50

ORDER DATE : September 17, 1997

ORDER TIME : 10:56 AM

ORDER NO. : 532655-005

CUSTOMER NO: 9104A

900002295899--6

CUSTOMER: A.s. Weekley, Jr., M.d., Esq
HOLLAND & KNIGHT

Suite 1600
200 Central Avenue
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: LORI B. WAGNER, D.O., P.A.

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: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED
97 SEP 17 PM 2:45
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP 17 PM 2:21
DIVISION OF CORPORATION

SN SEP 17 1997

6

EFFECTIVE DATE
9/15/97

ARTICLES OF INCORPORATION **FILED**

OF

97 SEP 17 PM 2:45

LORI B. WAGNER, D.O., P.S.N.
TALLAHASSEE, FLORIDA

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is LORI B. WAGNER, D.O., P.A.

ARTICLE II.

EFFECTIVE DATE OF ARTICLES

This Corporation shall have perpetual existence commencing September 15, 1997.

ARTICLE III.

NATURE OF PROFESSIONAL BUSINESS

- A. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of osteopathic medicine and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.
- B. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE IV.

CAPITAL STOCK

- A. This Corporation is authorized to issue ten thousand (10,000) shares of one cent (\$0.01) par value common stock.
- B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.

- C. Shares of the Corporation's stock and certificates therefor shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE V.

LOSS OF LICENSE;
SEVERANCE AND TERMINATION OF EMPLOYMENT

- A. If any officer, director, shareholder, agent or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this Corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Corporation may be owned by the person as a shareholder.
- B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.
- C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.
- D. However, if a sole shareholder of this Corporation becomes disqualified to render professional services for this Corporation, the Corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the Corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Lori B. Wagner, D. O.

Address: 203 N. Kingsway, Suite A
Brandon, Florida 33510

ARTICLE VII.

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name: A. S. Weekley, Jr.

Address: Holland & Knight LLP
510 Vonderburg Drive
Suite 3005
Brandon, Florida 33511

ARTICLE VIII.

PRINCIPAL OFFICE

The principal address of this Corporation is:

Address: Lori B. Wagner, D. O., P.A.
203 N. Kingsway, Suite A
Brandon, Florida 33510

ARTICLE IX.

HIGH QUORUM AND VOTING RIGHTS

- A. The attendance at a duly called meeting of the shareholders by shareholders holding two-thirds (2/3) of the issued and outstanding shares of stock eligible to vote shall constitute a quorum.
- B. On all corporate matters as to which shareholders vote, such matters shall be deemed approved when approved at a meeting of the shareholders by shareholders holding two-thirds (2/3) of the issued and outstanding shares of stock eligible to vote who are in attendance at such meeting.

ARTICLE X.

SHAREHOLDER'S AGREEMENT

The shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of officers or directors, or other matters. Such an agreement, if signed by all of the stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE XI.

FUNDAMENTAL CHANGES

The following matters are deemed "Fundamental Changes" and are reserved to the decision of the shareholders holding **SEVENTY-FIVE PERCENT (75%)** or more of the issued and outstanding shares of stock eligible to vote, with or without recommendation by the Board of Directors.

- A. Amendment. Amendment of the Charter or Bylaws, except as to ministerial matters, if any, reserved to the Board of Directors under the Bylaws.
- B. Liquidation. Liquidation or dissolution of the Corporation.
- C. Sale, etc. Sale, lease or other disposition of all or substantially all of the assets other than in the ordinary course of business, whether or not the sale, lease or other disposition is in a single transaction or a series of related transactions.
- D. Merger. Merger or consolidation of the Corporation.
- E. Bankruptcy. Voluntary bankruptcy or receivership of the Corporation.
- F. Employment. Employment of (or involuntary termination of employment of) and compensation to any stockholder employee.
- G. Loans, etc. Loans or advances to or from, or leases, purchases or transfers of tangible or intangible property (real or personal or mixed) from, shareholders, officers, directors or members of their families or their affiliates.

- H. Other Contracts. Other contracts with any of the officers, directors, employees, shareholders, or affiliates of any of them.
- I. Stock Splits or Dividends. Stock splits or dividends, whether in cash, property, or shares of stock; provided, however, if the Corporation is an S Corporation, the provisions of the Bylaws on S Corporation dividends shall prevail.
- J. Director Deadlock. Resolution of Board of Director deadlock.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 16th day of September, 1997, for the purpose of organizing this Corporation under the laws of the State of Florida.


A. S. Weekley, Jr.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Lori B. Wagner, D. O.

FILED
SEP 17 PM 2:45
TALLAHASSEE, FLORIDA