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October 1, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

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***122.50 ***122.50

Gentlemen:

Re: HARBOUR ENT ASSOCIATES, MD P.A.

Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed corporation. Please file the original and return the copy certified.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$35.00 Registered Agent fee, and the \$52.50 fee for the certified copy.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By

Thornton M. Henry

Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
HARBOUR E N T ASSOCIATES, MD P.A.

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The undersigned subscriber to these Articles of Incorporation is a Doctor and duly licensed to render services as such under the Laws of the State of Florida, and hereby presents these Articles for the formation of a corporation under the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is HARBOUR E N T ASSOCIATES, MD P.A..

ARTICLE II - PURPOSE

This corporation is organized for the purposes of engaging in the practice of medicine; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the 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 the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth

in Chapter 607, Florida Statutes, Florida General Corporation Act in a manner not inconsistent with Chapter 621, and for the purpose of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be without preemptive rights.

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, 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 - COMMENCEMENT AND TERM OF EXISTENCE

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statutes 607.167, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND ADDRESSES

The initial street address of the Registered Office of this Corporation in the State of Florida will be 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida. The name of the initial Registered Agent of this Corporation at said address is THORNTON M. HENRY. The principal office and address of the Corporation is 2410 PGA Blvd., Suite 128, Palm Beach Gardens, Florida 33410 and the mailing address of the Corporation is 2401 PGA Blvd., Suite 128, Palm Beach Gardens, Florida 33410.

ARTICLE VI - DIRECTORS AND OFFICERS

A. There shall be a Board of Directors consisting of one to five Directors. The election of Directors and term of office is fixed by the By-Laws of the Corporation except that the initial Board of Directors shall consist of one member who shall serve until the first annual meeting of shareholders or until his successor shall be elected and qualified. The number of Directors shall never be less than one. The name and street address of the member of the first Board of Directors is: DOUGLAS D. DEDO, M. D., 2401 PGA Blvd., Suite 128, Palm Beach Gardens, Florida 33410.

B. The corporation shall be managed by a President, Secretary and Treasurer. The election and term of office of the officers is fixed by the By-Laws of the Corporation. Any number of offices may be held by the same person. The name of the first officers to hold office for the first year of existence of the Corporation, or until their successors are elected or appointed and shall have qualified are: DOUGLAS D. DEDO, M. D.: President, Secretary and Treasurer.

C. Any Director may be removed from office by the shareholders entitled to vote thereon at any annual or special meeting of the shareholders for any cause deemed sufficient by such shareholders.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator who is a doctor duly licensed under the laws of the State of Florida to render services as such, is as follows: DOUGLAS D. DEDO, M. D., 2401 PGA Blvd., Suite 128, Palm Beach Gardens, Florida 33410.

ARTICLE VIII

RESTRAINT OF ISSUANCE AND ALIENATION OF SHARES

A. Shares of the Corporation's capital stock shall only be issued to individuals who are duly licensed to practice medicine in the State of Florida.

B. No shareholder of the Corporation may sell or transfer his share of stock therein except to another individual who is eligible to be a shareholder of the Corporation. No shareholder of the Corporation shall enter in to 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. Proxies may be given only to other shareholders.

C. The Corporation and other shareholders have a first right of refusal upon the alienation of shares by a shareholder. In the event of death or disqualification of any shareholder, the remaining shareholders of the Corporation, or the Corporation itself, shall redeem the shares within ninety (90) days of such death or disqualification.

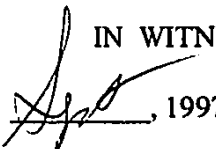
D. Any sale or purported sale or transfer of the shares of the Corporation other than as herein provided shall be null and void.


ARTICLE IX - BY-LAWS

The shareholders of the Corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the Corporation, and the duties of the officer of the Corporation shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of Directors or by more than a majority of the shares of shareholders in specified matters.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

 IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12 day of Sept, 1997.


DOUGLAS D. DEDO, M. D., Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day of September, 1997 by DOUGLAS D. DEDO, M. D., who is personally known to me or who has produced a driver's license as identification and who did take an oath.

(NOTARY SEAL)



Mary Lynn Kleinman
My Commission CC596314
Expires October 27 2000

Mary Lynn Kleinman
Notary Public
Print Name: MARY LYNN KLEINMAN
Commission No.: CC596314
My commission expires: 10/27/2000

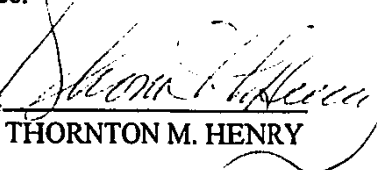
CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That HARBOURENT ASSOCIATES, MD P.A. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 505 South Flagler Drive, Suite 1100, in the City of West Palm Beach, County of Palm Beach, State of Florida, has named THORNTON M. HENRY, as its agent to accept service of process within this State.

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 provisions of said Act relative to keeping open said office.

By: 
THORNTON M. HENRY

Date: Oct. 1, 1997

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