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ACCOUNT NO. : 072100000033

REFERENCE : 564129 *Patricia Knight* 9104A

AUTHORIZATION :

COST LIMIT : \$ 70.000

ORDER DATE : October 14, 1997

ORDER TIME : 11:23 AM

ORDER NO. : 564129-010

300002320143--4

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
HOLLAND & KNIGHT

Suite 1600
200 Central Avenue
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: COLLIER WOMEN'S HEALTHCARE
SPECIALISTS, P.A.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 OCT 14 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 14 PM 12:09
DIVISION OF CORPORATION

SN OCT 14 1997,

ARTICLES OF INCORPORATION

OF

Collier Women's Healthcare Specialists, P.A.

FILED
97 OCT 14 PM 2:05
SECRETARY OF STATE
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 Collier Women's Healthcare Specialists, P.A.

ARTICLE II.

EFFECTIVE DATE OF ARTICLES

This Corporation shall have perpetual existence commencing on filing of these Articles with the Secretary of State.

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 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 1,000,000 shares of \$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: Michael T. Dent, M.D.

Address: 10691 Airport-Pulling Road North, Suite 19
Naples, FL 34109

ARTICLE VII.

INCORPORATOR

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

Name: Richard O. Jacobs

Address: 200 Central Avenue, Suite 1600
St. Petersburg, FL 33701

ARTICLE VIII.

PRINCIPAL OFFICE

The principal address of this Corporation is:

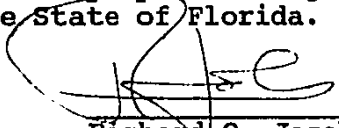
Address: 10691 Airport-Pulling Road North, Suite 19
Naples, FL 34109

ARTICLE IX.

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.

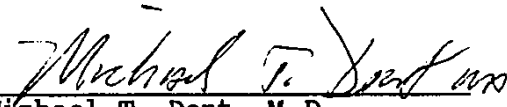
IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 26th day of September, 1997, for the purpose of organizing this Corporation under the laws of the State of Florida.


Richard O. Jacobs

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.

September 26, 1997.


Michael T. Dent, M.D.

FILED
97 OCT 14 PM 2:05
TALLAHASSEE, FLORIDA