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LAW OFFICES OF
WILBUR & ALLEN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

112 WEST ADAMS STREET #1700
JACKSONVILLE, FLORIDA 32202-3895

JOHN H. WILBUR P.A.
DUDLEY D. ALLEN P.A.

TELEPHONE (904) 356-4211
FAX (904) 356-4214

PLEASE REPLY TO:
POST OFFICE BOX 58
JACKSONVILLE, FLORIDA 32201

October 27, 1997

State of Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

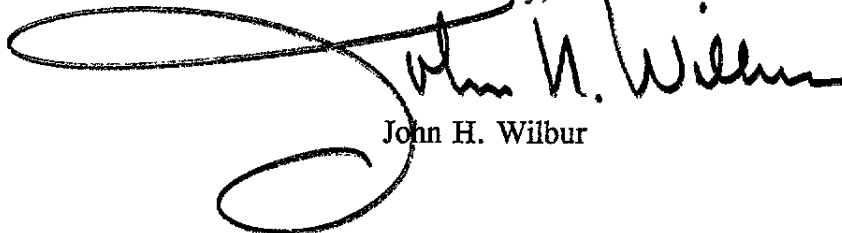
Re: **STEPHEN L. BUCKLEY, M.D., P.A.**

Gentlemen:

I enclose herewith the following in connection with the Incorporation of Stephen L. Buckley, M.D., P.A., under the Professional Service Corporation Act (Florida Statutes Chapter 621):

1. Original of Articles of Incorporation in duplicate and I request that you return a stamped copy for our records.
2. Certificate naming Resident Agent for Service of Process.
3. Our check in the amount of \$70.00 representing payment of the filing fee and the fee for the non-resident certificate.

Sincerely,


John H. Wilbur

JHW:cma
Enclosures

7. Mitsi GAVE
AUTHORIZATION BY PHONE TO
CORRECT certificate
DATE 10/30/97
DOC. EXAM. T.M.

FILED
97 OCT 29 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/30/97-T.M.

ARTICLES OF INCORPORATION

OF

STEPHEN L. BUCKLEY, M.D., P.A.

I, the undersigned, for the purpose of forming a professional service corporation for profit under the laws of Florida, to-wit" The Professional Service Corporation Act, Chapter 621, Florida Statutes, hereby adopt the following Articles of Incorporation:

Article I - Name

The name of this corporation is

STEPHEN L. BUCKLEY, M.D., P.A.

Article II - Nature of Business

The general nature of the business to be transacted by this corporation is: To render professional medical services and representation as a professional service corporation formed for the purpose of practicing medicine, and to do any and all things incidental to the purpose for which this corporation is formed and which are not prohibited by the laws of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance associate, cooperative association, fraternal benefit society, state fair or exposition, nor shall this corporation engage in any business or activity which is now or may hereafter be prohibited under the Professional Service Corporation Act as expressed in Chapter 621, Florida Statutes.

To the extent that such activities are not prohibited under the Professional Service Corporation Act, Chapter 621, Florida Statutes, or by any other laws of the State of Florida, this corporation shall be empowered as follows:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

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To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become a guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the company.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the directors may deem to be in the interest of the company.

To enjoy all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

Article III - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

Article IV - Initial Capital

The amount of capital with which this corporation will begin business is \$500.00.

Article V - Term

This corporation shall have perpetual existence.

Article VI - Address

The post office address of the principal office of this corporation in the State of Florida is:

**12293 Arbor Drive
Ponte Vedra Beach, Florida 32082**

The Board of Directors may from time to time move the office to any other place in Florida.

Article VII- Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

Article VIII - Initial Directors

The names and addresses of the members of the first Board of Directors of the corporation are:

**Stephen L. Buckley, M.D.
12293 Arbor Drive
Ponte Vedra Beach, Florida 32082**

Article IX - Subscribers

The names and post office addresses of the subscribers of these Articles are:

**Stephen L. Buckley, M.D.
12293 Arbor Drive
Ponte Vedra Beach, Florida 32082**

Article X

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, and any right conferred upon the stockholders is subject to this reservation.

The initial by-laws of this corporation shall be adopted by the directors. The by-laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any by-law adopted by the stockholders.

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

The stockholders may, by by-law provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article XI

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against, expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding, it shall be found by majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any by-law, agreement, vote of shareholders, or otherwise.

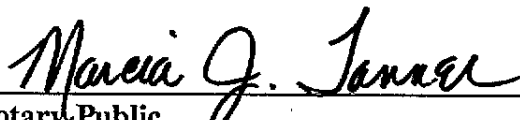
IN WITNESS WHEREOF the subscribers have executed these Articles of Incorporation the 21 day of September, 1997, at Jacksonville, Duval County, Florida.


STEPHEN L. BUCKLEY, M.D. (SEAL)

STATE OF FLORIDA)
 :
COUNTY OF DUVAL)

Before me personally appeared STEPHEN L. BUCKLEY, M.D., known to me personally, being first duly sworn, says that he has read the foregoing Articles of Incorporation, knows the contents thereof, and has executed the same as his own free act and deed.

Sworn to and subscribed before me this 21 day of September, 1997.


Notary Public



MARCIA J. TANNER
MY COMMISSION # CC355506 EXPIRES
March 14, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

STEPHEN L. BUCKLEY, M.D., P.A.

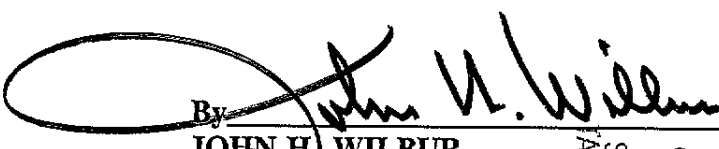
Pursuant to Chapter 607.304, Florida Statutes, the following is submitted in
compliance with said Act:

First--That **STEPHEN L. BUCKLEY, M.D., P.A.** desiring
to organize under the laws of the State of Florida with its principal office, as indicated
in the Articles of Incorporation at Ponte Vedra Beach, County of St. Johns,
Florida has named **JOHN H. WILBUR**, located at 112 West Adams Street, Suite #1700,
City of Jacksonville, County of Duval, State of Florida, 32202, as its agent
to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation,
at 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 this office.

By


JOHN H. WILBUR
(Registered Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 29 AM 9:21

FILED