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November 12, 1997

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399

Re: Vionod D. Deshmukh, P.A.

Dear Sir or Madam:

Enclosed please find the Articles of incorporation for Dr. Deshmukh's P.A., and a check for the filing fee. Please file these for incorporation, and return the receipt to my office.

Richard E. Gentry

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FILED
97 NOV 17 AM 12: 43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 11-18-97

FILED
97 NOV 17 AM 12: 43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
VINOD D. DESHMUKH, P.A.

THE UNDERSIGNED subscriber to these articles of incorporation, a natural person, competent to contract and hereby associates himself to form a corporation under the Laws of Florida.

ARTICLE I.
NAME

The name of this corporation shall be VINOD D. DESHMUKH, P.A.

ARTICLE II.
PURPOSE AND SCOPE

The purpose and scope of this professional association is to practice medicine and such other ventures as the stockholders my deem appropriate.

ARTICLE III.
TIME OF EXISTENCE

The life of this corporation shall be the life of Vinod D. Deshmukh, and not perpetual.

ARTICLE IV.
BOARD OF DIRECTORS

The name and address of the initial director of this corporation is:

VINOD D. DESHMUKH 120 Health Park Boulevard, Suite 3
St. Augustine, Florida 32086

ARTICLE V.
AMENDMENT

These articles may be amended in the manner provided by law. Every amendment shall be approved unanimously by the Board of Directors, or the stockholders.

ARTICLE VI
MEETING OF THE BOARD OF DIRECTORS AND STOCKHOLDERS MEETINGS

No meeting of the Board of Directors, nor stockholders, shall be held without thirty days written notice to all stockholders, however such notice may be waived by written consent by each member of the Board, or stockholders, respectively.

The Board of Directors shall meet from time to time as may be appropriate, however, the Board shall meet no less frequently than once a year at the principal place of business of the Association, in St. Johns County, Florida, on or before April 15th of each calendar year, immediately prior to the annual meeting of the stockholders, to be held on or before April 15th of each year at the Association's principle place of business in St. Johns County, Florida.

ARTICLE VII
CORPORATE YEAR

The Corporate year shall be the calendar year.

ARTICLE VIII
TRANSFER AND SALE OF STOCK

No stock may be sold or transferred without the unanimous consent of the Board of Directors.

ARTICLE IX.
POWER OF THE BOARD OF DIRECTORS

The Board of Directors may appoint a management officer who shall be the chief operations officer of the Association. Such officer shall be responsible for hiring and discharging employees, entering into such contracts and agreements as are necessary for the day to day operations of the Associations, without recourse from the shareholders, absent fraud or mismanagement. The management officer shall have the power to enter into leases, open bank accounts, sell assets for the benefit of the Association, sue and pursue claims, settle and negotiate claims by or against the Association and to pursue all normal acts of the Association's principle business.

ARTICLE X.
NATURE OF THIS CORPORATION

It is the intent of the incorporator that this be a closed professional association, with no more than five stockholders qualifying for Subchapter "S" treatment under the rules of the Internal Revenue Service.

ARTICLE XI
STOCK

The maximum number of shares of stock in this Association is sixty. The stock so issued is issued under Section 1044 of the Internal Revenue Code.

ARTICLE XII.
INITIAL INCORPORATOR

The name and address of the initial incorporator is:

VINOD D. DESHMUKH 120 Health Park Blvd, Ste 3 St. Augustine, Florida 32086

ARTICLE XIII
QUALIFICATION OF STOCKHOLDERS

All stockholders in this association must be licensed to practice medicine, and in good standing with the State of Florida. Any stockholder who subsequent to stock purchase who fails to meet this qualification, will immediately loose voting rights, and be removed from the board of the directors pending purchase or cancellation of his stock by the remaining shareholders.

ARTICLE XIV
REGISTERED AGENT & PRINCIPAL OFFICE ADDRESS

The name and address of the registered agent for this Association is:

VINOD D. DESHMUKH 120 Health Park Blvd. Ste 3
St. Augustine, FL 32086

ARTICLE XV
OFFICERS

This association shall have the following officers, in addition to the management officer appointed by the Board:

President	Vinod D. Deshmukh	120 Health Park Blvd. Ste 3 St. Augustine, FL 32086
Vice President	Vinod D. Deshmukh	120 Health Park Blvd. Ste 3 St. Augustine, FL 32086
Secretary	Vinod D. Deshmukh	120 Health Park Blvd. Ste 3 St. Augustine, FL 32086
Treasurer	Vinod D. Deshmukh	120 Health Park Blvd. Ste 3 St. Augustine, FL 32086

Said officers shall be elected annually by the stockholders of this association, and shall serve for a period of one year, except the initial officers named above, who shall serve until the initial meeting of the stockholders.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The initial management (CEO) officer shall be:

Vinod D. Deshmukh — 120 Health Park Blvd. Ste 3
St. Augustine, FL 32086

He shall serve at the discretion of the Board of Directors.

Vinod D. Deshmukh

VINOD D. DESHMUKH, M.D. MD PhD
INCORPORATOR

SWORN AND SUBSCRIBED before me this 14th Day of November, 1997, at St. Augustine, St. Johns County, Florida.

RICHARD E. GENTRY
Notary Public, State of Florida
My Comm. expires May 5, 1999
No. CC 455987
Bonded Thru Official Notary Services
1-(800) 723-0121

NOTARY PUBLIC

ACCEPTANCE

VINOD D. DESHMUKH, having been named registered agent to accept Service of Process of VINOD D. DESHMUKH, P.A., does hereby accept and agree to act in this capacity, and agree to comply with the laws of the State of Florida relative to keeping open and posting my name therein.

DATED at St. Augustine, Florida this 14th Day of November, 1997.

Vinod D. Deshmukh

REGISTERED AGENT MD PhD