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Requestor's Name

Robert T. Caleb & Company, P.A.
10003 133rd Street North
Seminole, Florida 33776-1545

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF INCORPORATION
OF
STEPHEN J. SHIELDS, M.D., P. A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, Stephen J. Shields, M.D., being a natural person competent to contract, and duly licensed to render services as a doctor of medicine under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I

Name

The name of this Corporation is STEPHEN J. SHIELDS, M.D., P. A. The street address of the Corporation is 4561 Mainlands Boulevard, Pinellas Park, Florida 33782.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The general nature of the business to be transacted by this Corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render, but such professional service shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to perform said services.

ARTICLE IV

Powers

The Corporation shall have the power:

1. To have perpetual succession by its corporate name.
2. To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
3. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
4. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
6. To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
8. To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

9. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

10. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

11. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

12. To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

13. To make donations for the public welfare or for charitable, scientific or educational purposes.

14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

15. To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

16. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

17. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

18. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

The Corporation is authorized to issue 1,000 shares of no par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4561 Mainlands Boulevard, Pinellas Park, Florida 33782 and the name of its initial registered agent at such address is Stephen J. Shields, M.D.

ARTICLE VII

Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Stephen J. Shields, M.D.
12701 Franks Drive North
Seminole, Florida 33776

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles is:

Stephen J. Shields, M.D.
12701 Franks Drive North
Seminole, Florida 33776

ARTICLE IX

Bylaws

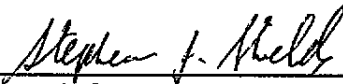
The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders of this corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

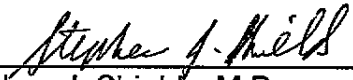
IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation, this 11 day of November, 1997.



Stephen J. Shields, M. D.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Stephen J. Shields, M.D.

Dated: November 11, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA