

THOMAS S. RUTHERFORD
and ASSOCIATES, P.A.

AN ASSOCIATION OF ATTORNEYS

ESTABLISHED 1890

RUTHERFORD, DeMARCO, WHITE & SOLOMAN
Nashville, Tennessee

THOMAS S. RUTHERFORD
Tampa • Lakeland

11016 N. Dale Mabry Hwy.
Suite 201
Tampa, Florida 33618-3802
(813) 265-4030
(813) 265-4030 (FAX also)

DAVID C. RUTHERFORD, P.C.
L. R. DeMARCO
ROBERT W. RUTHERFORD
PAUL R. WHITE
PAUL A. RUTHERFORD
CAROL L. SOLOMON

Of Counsel
WENDE J. RUTHERFORD

916 Walt Williams Rd.
Lakeland, Florida 33809
(941) 858-9528

COOPERSON & CO. Attorneys
London, England

P97000100326

November 20, 1997

300002355153--1
-11/24/97--01039--012
*****70.00 *****70.00

Sec. of State, Florida
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

Dear friends:

Please register the enclosed corporation documents. A copy is enclosed so that you might conform it and return it to me.

You need not provide a certified copy yet so a \$70 check is all that is enclosed.

Thank you for your assistance.

Sincerely,

THOMAS S. RUTHERFORD, ESQ.

FILED
97 NOV 24 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q11-25-97

ARTICLES OF INCORPORATION
OF

CHANDRA BAPNA, M.D., P.A.

97 NOV 24 PM 3:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, as incorporator, do hereby form a Professional Corporation within the meaning of the Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I

NAME

The name of this corporation shall be:
CHANDRA BAPNA, M.D., P.A.

ARTICLE II

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective upon filing with the Secretary of State for the state of Florida.

ARTICLE III

NATURE OF PROFESSIONAL BUSINESS

This corporation is organized, and shall be operated, to render "professional services" within the meaning of the Florida Statutes, Chapter 621, in the practice of medicine as carried on by Doctors of Medicine in this State.

The corporation shall render its professional services only through its officers, agents and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.

Shares of the corporation's stock and certificates thereof 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.

The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of the Florida Statutes, Chapter 607.

ARTICLE V

LOSS OF LICENSE: SEVERANCE AND TERMINATION OF EMPLOYMENT

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 event, such person's office 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.

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), dividends, options, or stock rights of any kind.

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 by-laws 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 in any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.

However, if the then sole shareholder of this corporation becomes disqualified to render professional services for this corporation, the corporation shall cease all professional activity until its shares are transferred to a person duly qualified or until the corporation is liquidated and dissolved, or until it is amended into a regular business corporation under Florida Statutes 607; and for those limited purposes only such person shall have voting rights as to his or her shares.

ARTICLE IV

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 : Chandra Bapna, M.D.
Address: 6502 A North Florida Ave.
Tampa, Florida 33604

ARTICLE VII

INCORPORATOR AND CORPORATION'S PRINCIPAL OFFICE

The name and address of the incorporator of this corporation and the principle office address is:

Name : Chandra Bapna, M.D.
Address: 6502 A North Florida Ave.
Tampa, Florida 33604

IN WITNESS WHEREOF, the undersigned, as incorporator, hereof has set his/her seal this 20 day of November, 1997, for the purpose of organizing this professional corporation under the laws of the State of Florida.

Chandra Bapna, M.D.
CHANDRA BAPNA, M.D.

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.

Chandra Bapna, M.D.
CHANDRA BAPNA, M.D.

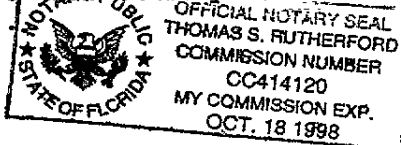
FILED
97 NOV 24 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Page 4.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of FLORIDA and County of HILLSBOROUGH, personally appeared CHANDRA BAPNA, M.D., as incorporator, personally known to me to be the person who executed the foregoing and he acknowledged to me that he executed these Articles and Acknowledgment for the purposes and uses therein contained.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid on this 20 day of November, 1997.



NOTARY PUBLIC

my commission expires: