

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
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Leonard J. Ram, M.D.,
P.A.

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- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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12-24-97

ARTICLES OF INCORPORATION

OF

LEONARD J. RAM, M.D., P.A.

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The undersigned subscriber to these Articles of Incorporation, who is duly authorized to practice medicine in the State of Florida, and hereby presents these Articles for the formation of a corporation under the Florida Professional Service Corporation Act, Chapter 621 and Chapter 607, of the Florida Statutes.

ARTICLE I

The name of the corporation is LEONARD J. RAM, M.D., P.A. The principal office and mailing address is:

2401 Frist Boulevard, Suite 3
Ft. Pierce, FL 34950

ARTICLE II

This corporation is organized for the purpose of rendering professional services through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine, including specifically, gastroenterology, in the State of Florida. This corporation may do everything necessary and proper for the accomplishment of such purposes or the attaining of any of the objects or the furtherance of any of purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, and to conduct those lawful activities that are

authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, the Florida General Corporation Act, in a manner not inconsistent with Chapter 621, and for the purpose of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

No share of stock of this corporation shall be issued or transferred to any person who is not a physician, duly licensed to practice in the State of Florida. No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares. Proxies may be given only to other shareholders.

The corporation and other shareholders have a first right of refusal upon the alienation of shares by a shareholder.

Any sale or purported sale or transfer of the shares of the corporation other than as herein provided shall be null and void.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The name and street address of the Incorporator is:

STUART B. KLEIN, ESQ.
Klein & Klein, P.A.
1551 Forum Place, Suite 400B
West Palm Beach, Florida 33401

ARTICLE VI

The Registered Agent and the address of the initial Registered Office of this corporation in the State of Florida shall be:

STUART B. KLEIN, ESQ.
Klein & Klein, P.A.
1551 Forum Place, Suite 400B
West Palm Beach, Florida 33401

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII

There shall be an initial Board of Directors consisting of one (1) director. The number of directors may be increased or decreased from time to time by a resolution of the majority of the shareholders, but shall not be less than one (1). The name and street address of the person who is to serve as a member of the initial Board of Directors is:

Leonard J. Ram, M.D.
2401 Frist Boulevard, Suite 3
Ft. Pierce, Florida 34950

ARTICLE VIII

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the

corporate records.

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE IX

The corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

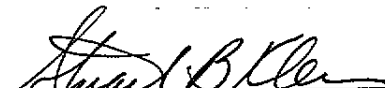
ARTICLE X

The shareholders of the corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the corporation, and the duties of the officers of the corporation shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of directors or by more than a majority of the shares of shareholders in specific matters.

ARTICLE XI

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

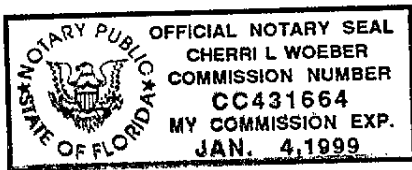
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 19th day of December, 1997.


STUART B. KLEIN, ESQ.

STATE OF FLORIDA

COUNT OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared STUART B. KLEIN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation on this 19th day of December, 1997.



Cherril L. Woerber

Notary Public, State of Florida

Name: CHERRIL L. WOEBER

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That LEONARD J. RAM, M.D., P.A., desiring to organize under the laws of the State of Florida, with its principal office at the County of St. Lucie, State of Florida, has named Stuart B. Klein, of 1551 Forum Place, Suite 400B, West Palm Beach, Florida 33401 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED this 19th day of December, 1997.



STUART B. KLEIN
Registered Agent

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