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December 22, 1997

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Richard G. Kilfoyle, M.D., P.A.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the referenced corporation for filing with your office together with our check in the amount of \$122.50

Please accept the original of these Articles for filing, file them and return the copy to us with an indication on it of your office that the original has been filed and the date and time of filing. Then please return them to us in the enclosed envelope.

Thank you very much for your kind attention to the foregoing.

Very truly yours,


James G. Decker

JGD:jm
Enclosures

c/c - Richard G. Kilfoyle, M.D.

FILED
97 DEC 23 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/26/97

ARTICLES OF INCORPORATION
OF

RICHARD G. KILFOYLE, M.D., P.A.

FILED
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Fla. Stat., and other laws of the State of Florida.

ARTICLE I - NAME

The name of the professional service corporation is Richard G. Kilfoyle, M.D., P.A.

ARTICLE II - ADDRESS

The principal office and mailing address of this corporation are 708 Del Prado Boulevard South, Cape Coral, Florida, 33990.

ARTICLE III - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence beginning on the date of acceptance of these Articles for filing by the Secretary of State.

ARTICLE IV - CAPITAL STOCK

The capital stock of the professional service corporation shall be one thousand (1000) shares of common stock without par value. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 708 Del Prado Boulevard South, Cape Coral, Florida, 33990. The name of the initial registered agent at that address is Richard G. Kilfoyle.

ARTICLE VI - BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is Richard G. Kilfoyle, 708 Del Prado Boulevard South, Cape Coral, Florida, 33990.

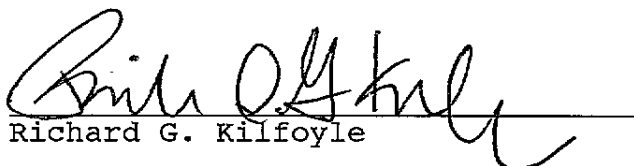
ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation as incorporator is Richard G. Kilfoyle, 708 Del Prado Boulevard, Cape Coral, Florida, 33990.

ARTICLE VIII - AMENDMENT

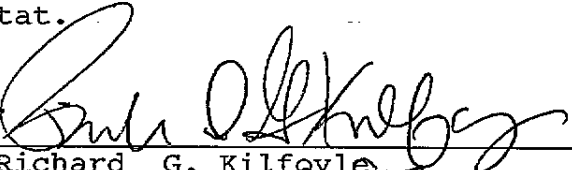
The corporation reserves the right to amend or repeal any provision in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator executed these Articles of Incorporation on December 22, 1997.


Richard G. Kilfoyle

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Richard G. Kilfoyle, M.D., P.A., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of the position pursuant to the provisions of Section 607.0501(3), Fla. Stat.


Richard G. Kilfoyle
Dated: 12.22.97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA