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RALPH RICHARDS (1893-1980)  
JOHN D. FITE  
JOHN E. SLAUGHTER, JR  
EMIL G. PRATESI  
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December 22, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: JOAN E. WOOD, M.D., P.A.

Gentlemen:

We enclose herewith for filing in your office the original Articles of Incorporation for the above noted professional association.

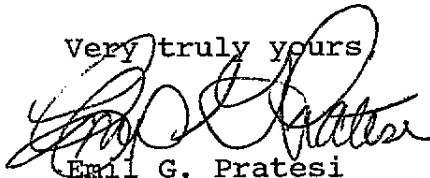
We also enclose herewith a check, payable to your order, in the amount of \$122.50 to cover the filing fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy of Articles	<u>52.50</u>
<b>Total:</b>	<b>\$122.50</b>

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We shall appreciate your forwarding the certified copy of the Articles to the undersigned at the firm and address shown above.

Very truly yours



Emil G. Pratesi

EGP/pmy  
Enclosures

FILED  
97 DEC 23 AM 9:06  
TALLAHASSEE, FLORIDA

12/26/97

ARTICLES OF INCORPORATION  
OF  
JOAN E. WOOD, M.D., P.A.

FILED  
97 DEC 23 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is JOAN E. WOOD, M.D., P.A.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 621, Florida Statutes, as presently enacted and as it may be amended from time to time. To render the professional services of that of a duly licensed medical doctor and County Medical Examiner under Florida Statute 406, as presently enacted and as it may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 10850 Ulmerton Road, Largo, Florida 33778, and the name of the initial registered agent of this corporation at that address is JOAN E. WOOD.

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 by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
JOAN E. WOOD	10850 Ulmerton Road Largo, Florida 33778

ARTICLE VIII - Incorporator

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

<u>Name</u>	<u>Address</u>
JOAN E. WOOD	10850 Ulmerton Road Largo, Florida 33778

ARTICLE IX - Indemnification

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

ARTICLE X - Restriction on Alienation

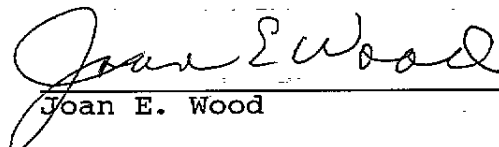
The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate

evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice medicine in the State of Florida, or accept employment that places restrictions or limitations upon their continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 19 day of December, 1997.

  
\_\_\_\_\_  
Joan E. Wood


EGP/lkf  
#1B\woodart.inc

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, JOAN E. WOOD, M.D., P.A., desiring to organize under the laws of the State of Florida, hereby designates JOAN E. WOOD, located at 10850 Ulmerton Road, Largo, Florida 33778, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

  
\_\_\_\_\_  
Joan E. Wood

EGP/lkf  
#1B\woodcert.dra

FILED  
97 DEC 23 AM 9:06  
SUPERIOR COURT STATE  
TALLAHASSEE, FLORIDA