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December 29, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: JAMES R. POST, M.D., P.A.

Dear Sir or Madame:

Enclosed please find original/copy of Articles of Incorporation for the above-named corporation. Please file one copy, assign a Charter number, and return a certified copy to me at the above address.

PLEASE NOTE: It is our intention that this corporation be filed in 1998. If this paperwork is received in 1997, please hold for processing until January 2, 1998.

A check in the amount of \$122.50 is enclosed for your filing fee for the above-referenced corporation. Thank you for your assistance in this regard.

Sincerely yours,

ERIC E. LUDIN

EEL:jeh
Enclosures as stated

cc: James R. Post, M.D.

FILED
98 JAN -2 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/2/98

ARTICLES OF INCORPORATION

OF

JAMES R. POST, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is JAMES R. POST, M.D., P.A.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Secretary of State's Office.

ARTICLE III. CORPORATE ADDRESS

The principal place of business and mailing address of this Corporation shall be 1615 Pasadena Avenue South, #300, St. Petersburg, FL 33707.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business in the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of \$1.00 par value stock which shall be designated as "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1615 Pasadena Avenue South, Suite #300, St. Petersburg, Florida 33707, and the name of the initial Registered Agent of this corporation at that address is JAMES R. POST, M.D.

ARTICLE VII - DIRECTORS

This corporation shall have a minimum of 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. The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

JAMES R. POST, M.D.

1615 Pasadena Avenue South
Suite #300
St. Petersburg, FL 33707

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

NAME

ADDRESS

JAMES R. POST, M.D.

1615 Pasadena Avenue South
Suite #300
St. Petersburg, FL 33707

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property, or past services, in addition to that stock authorized and issued by the Corporation. The preemptive right of any shareholder is determined by the ratio of the

authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - AMENDMENT

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

ARTICLE XIV - CUMULATIVE VOTING

All or a designated voting group of shareholders are entitled to cumulate their votes for Directors.

ARTICLE XV - RESTRICTION ON STOCK OWNERSHIP

No shareholder of this corporation may sell or transfer his shares of stock except to another individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which this corporation was incorporated. Further, no shareholder of this corporation shall enter into a voting trust agreement or other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 17th day of December, 1997.

James R. Post MD
JAMES R. POST, M.D.
"Incorporator"

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98 JAN -2 AM 8:16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

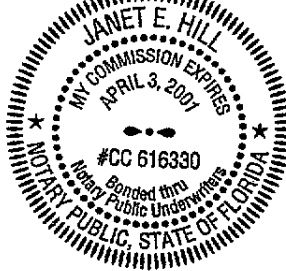
STATE OF FLORIDA)
 : SS:
COUNTY OF PINELLAS)

Before me, a Notary Public authorized to take acknowledgements in the State and county set forth above, personally appeared JAMES R. POST, M.D., known to me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation freely and voluntarily and for the uses and purposes described therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of December, 1997.

Janet E. Hill
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in Article VI of the Articles of Incorporation, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

James R. Post MD
JAMES R. POST, M.D. - "Registered Agent"