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ACCOUNT NO. : 072100000032

REFERENCE : 673020 81610A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : January 19, 1998

ORDER TIME : 11:01 AM

ORDER NO. : 673020-005

CUSTOMER NO: 81610A

CUSTOMER: John Micheal Traynor, Esq
JOHN MICHAEL TRAYNOR, ESQ

28 Cordova Street

St. Augustine, FL 32084

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-01/20/98--01006--014
****122.50 ****122.50

DOMESTIC FILING

NAME: BARROS FAMILY HEALTH CARE,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10: 14

RECEIVED
98 JAN 20 11: 39
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:14

ARTICLES OF INCORPORATION
OF
BARROS FAMILY HEALTH CARE, P.A.
A PROFESSIONAL CORPORATION

Articles of Incorporation For Professional Corporation

The undersigned natural person, competent and duly licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME AND ADDRESS

The name of this corporation shall be **BARROS FAMILY HEALTH CARE, P.A.**

The initial street and mailing address of this corporation shall be 827 South Ponce De Leon Blvd., St. Augustine, Florida 32086.

ARTICLE TWO

PURPOSE

The purpose for which the Corporation is organized shall be to engage in the practice of medicine within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

ARTICLE THREE

CAPITAL STOCK

- a. The number of shares of stock that the Corporation is authorized to have outstanding is 100, all of which shall be common shares at \$1.00 per share per value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to persons licensed to practice medicine in good

standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE FOUR

DURATION

The corporation shall have perpetual existence.

ARTICLE FIVE

REGISTERED AGENT AND OFFICE

The address of this corporation's initial registered office is JOHN MICHAEL TRAYNOR, and the name of its initial registered agent at said address is 28 Cordova Street, St. Augustine, Florida 32084.

ARTICLE SIX

INCORPORATOR

The name and address of the Incorporator is as follows: Melchor G. Barros, M.D., 827 South Ponce De Leon Blvd., St. Augustine, Florida 32086.

ARTICLE SEVEN

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Directors of this corporation is:

Melchor G. Barros, M.D.,
827 South Ponce De Leon Blvd.
St. Augustine, FL 32086

This Board shall serve and hold office as the initial Board of Directors until the next annual meeting of the Board of Directors, or until their successors are elected and qualified.

ARTICLE EIGHT

The initial officers of the corporation shall be:

Melchor G. Barros, M.D. President/Secretary/Treasure
827 South Ponce De Leon Blvd.
St. Augustine, FL 32086

ARTICLE NINE

INFORMAL SHAREHOLDER ACTION

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.

ARTICLE TEN

SEVERANCE AND TERMINATION OF EMPLOYMENT

Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of medical practice.

ARTICLE ELEVEN

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE TWELVE

INDEMNIFICATION

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

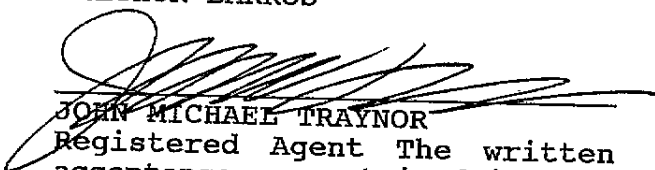
ARTICLE THIRTEEN

BY-LAW AMENDMENT

The Corporation reserves the right to amend these Articles of Incorporation at any time in any manner now or subsequently permitted by Law. The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the Laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 16th day of January, 1998.



MELCHOR BARROS


JOHN MICHAEL TRAYNOR
Registered Agent The written
acceptance as contained in Form
8 should be used

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared MEL BARROS who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at St. Johns County, Florida in the said County and State, this 16th day of January, 1998.


Notary Public, State of Florida
(Notarial Seal)



Karen A. Higgins
MY COMMISSION # CC671410 EXPIRES
September 29, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1998).


JOHN MICHAEL TRAYNOR
Registered Agent

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:14