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January 29, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Incorporation
of Mark S. McIntosh, M.D., P.A.
Our file: RM-48,202

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-02/02/98--01026--009
*****70.00 *****70.00

Gentlemen:

Please find enclosed our firm check made payable to your order in the amount of \$70.00 and Articles of Incorporation.


Amounts are broken down as follows:

- 1) \$35.00 - Designating Resident Agent.
- 2) \$35.00 - Filing Fee for Articles of Incorporation.

I would appreciate your filing the enclosed Articles and returning a conformed copy to me at your earliest convenience. Thank you for your cooperation in this matter.

Very truly yours,

STENSTROM, McINTOSH, COLBERT,
WHIGHAM & SIMMONS, P.A.


Mary E. Decker, Certified Legal Assistant
To Robert K. McIntosh, Esquire

encls.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
MARK S. MCINTOSH, M.D., P.A.

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DIVISION OF CORPORATIONS
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The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, associates himself with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I - NAME

The name of this corporation is MARK S. MCINTOSH, M.D., P.A. located at 951 Powhatan Drive, Sanford, Florida 32771.

ARTICLE II - PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 951 Powhatan Drive, Sanford, Florida 32771, and the name of the initial Registered Agent of this corporation located at that address is KENNETH W. MCINTOSH.

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing with the filing of these Articles of Incorporation by the Florida Department of State pursuant to the laws of the State of Florida.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes:

a. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic

for the purposes of providing medical care and treatment.

b. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.

c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at \$1.00 par value, which shall be designated "Common Shares".

ARTICLE VI - POWERS

This corporation shall have all of the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VII - INCORPORATOR

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

MARK S. MCINTOSH

951 Powhatan Drive
Sanford, FL 32771

ARTICLE VIII - BOARD OF DIRECTORS

The corporation is to be managed by a board of directors. This corporation shall have one (1) director initially. The name and address of the initial director of this corporation is:

MARK S. McINTOSH

951 Powhatan Drive
Sanford, FL 32771

The initial director shall hold office until his successor is elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles or incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE IX - AMENDMENT

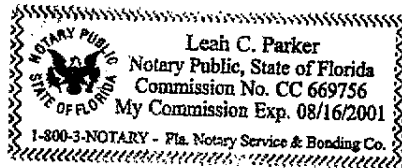
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 21st day of January, A.D., 1998.

Mark S. McIntosh
MARK S. McINTOSH

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me by MARK S. McINTOSH, personally known to me, this 21 day of January, A.D., 1998.



Leah C. Parker

Notary Public

My commission expires: _____

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

MARK S. McINTOSH, M.D., P.A.

In pursuance to Chapter §48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That MARK S. McINTOSH, M.D., P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 951 Powhatan Drive, Sanford, Florida 32771, has named KENNETH W. McINTOSH located at 951 Powhatan Drive, Sanford, County of Seminole, State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Kenneth W. McIntosh
KENNETH W. McINTOSH

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