

P980000014122

JAMES L. ADE
LYNDA R. AYCOCK
W. O. BIRCHFIELD
TIMOTHY A. BURLEIGH
CHARLES L. CRANFORD
PHILLIP A. DELMONT
STEPHEN H. DURANT
T. WILLIAM GLOCKER
MICHAEL E. GOODBREAD, JR.
STEPHEN D. HALKER
SHARON ROBERTS HENDERSON

LAW OFFICES
MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.
ONE INDEPENDENT DRIVE, SUITE 3000
JACKSONVILLE, FLORIDA 32201

MAILING ADDRESS:
POST OFFICE BOX 59
JACKSONVILLE, FLORIDA 32201
TELEPHONE (904) 354-2050
TELECOPIER (904) 354-5842

BARBARA CHRISTIE JOHNSON
WILLIAM R. RIGHTLINGER
MYRA LOUGHRAN
RALPH H. MARTIN
ROBERT O. MICKLER
JOHN D. MILTON, JR.
DANIEL B. NUNN, JR.
SCOTT G. SCHILDBERG
MICHAEL D. WHALEN
GARY L. WILKINSON
L. PETER JOHNSON (1942-1988)

February 10, 1998

VIA FEDERAL EXPRESS
Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002427665--6
-02/11/98--01057--015
****122.50 ****122.50

Re: ENT & Facial Plastic Associates, P.A.

To Whom It May Concern:

Enclosed is an original and one photocopy of executed Articles of Incorporation for the above-referenced corporation, along with our firm check in the amount of \$122.50 in payment of the filing fees associated with this request. Please forward the certified copy of the Articles of Incorporation to my attention at the above address.

If you should have any questions or concerns pertaining to this matter, please do not hesitate to contact me.

Sincerely,

Haley A. Watkins

Haley A. Watkins
Paralegal

DBN/hw
Enclosures

FILED
98 FEB 11 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Don
2/16/98*

ARTICLES OF INCORPORATION
OF
ENT & FACIAL PLASTIC ASSOCIATES, P.A.

FILED
98 FEB 11 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of this corporation is ENT & Facial Plastic Associates, P.A.

ARTICLE II.
PURPOSE

This corporation is organized for the purpose of rendering professional medical services and engaging in and transacting all other business not in conflict with said purpose as may be permitted under the laws of the state of Florida.

ARTICLE III.
PROFESSIONAL CORPORATION RESTRICTIONS

This corporation shall be a professional corporation governed by the provisions of Chapter 621, Florida Statutes. This corporation shall not issue its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render professional medical services. No shareholder of this corporation may enter into a voting trust agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock. No shareholder of this corporation may sell or transfer his or her shares of capital stock of this corporation except to an individual or entity that is eligible under the provisions of Chapter 621, Florida Statutes, to be a shareholder of a professional corporation providing medical services. If any officer, shareholder, agent or employee of this corporation who has been rendering professional service to the public becomes legally disqualified to render such

professional services within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, this corporation forthwith.

ARTICLE IV.
PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 4130 Salisbury Road, Suite 1900, Jacksonville, Florida 32216. The Board of Directors may change the principal office and mailing address of this corporation from time to time.

ARTICLE V.
COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE VI.
CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is Suite 3000, One Independent Drive, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Daniel B. Nunn, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VIII.
INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Daniel B. Nunn, Jr.


ADDRESS

Suite 3000
One Independent Drive
Jacksonville, Florida 32202

ARTICLE IX.
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholder(s) may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 15th day of February, 1998.

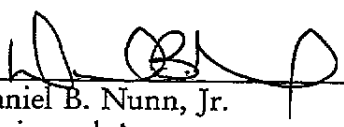


Daniel B. Nunn, Jr.
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
ENT & FACIAL PLASTIC ASSOCIATES, P.A.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial registered agent for the service of process within the State of Florida upon ENT & Facial Plastic Associates, P.A., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a registered agent, does hereby accept the appointment as such registered agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the registered office of said corporation, which registered office is located at Suite 3000, One Independent Drive, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated registered agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 10th day of February, 1998.


Daniel B. Nunn, Jr.
Registered Agent

FILED
98 FEB 11 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA