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J. MARVIN GUTHRIE, P. A.

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SUITE 101 THOMPSON EXECUTIVE CENTER
1230 MYRTLE AVENUE SOUTH
CLEARWATER, FLORIDA 34616

J. MARVIN GUTHRIE
BOARD CERTIFIED IN TAXATION

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February 13, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

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-02/19/98--01085--014
****122.50 ****122.50

Re: Susan A. Horowitz, M. D., P. A.

Dear Sir or Madam:

Enclosed herewith for filing are the Articles of Incorporation and designation of Registered Agent for the above-referenced corporation.

Also enclosed is this firm's check made payable to your order in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
	\$122.50

We would appreciate your forwarding the certified copy of the Articles to this office.

Very truly yours

J. Marvin Guthrie

JMG:scd
Enclosures
cc: Susan A. Horowitz, M. D.

FILED
98 FEB 19 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 20 1998

ARTICLES OF INCORPORATION
OF
SUSAN A. HOROWITZ, M. D., P. A.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a doctor duly licensed to render professional services as such within the State of Florida, do hereby engage and commit myself in and to the formation of a professional corporation under the laws of the State of Florida pursuant to the provisions of Chapters 607 and 621, Florida Statutes.

I.

NAME

The name of this corporation shall be:

SUSAN A. HOROWITZ, M. D., P. A.

II.

PURPOSES

The general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering the same professional services to the public that physicians duly licensed to practice medicine under the laws of the State of Florida are authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine in such state.

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TALLAHASSEE, FLORIDA

III.

CAPITAL STOCK

The authorized capital stock of this corporation shall consist of ten thousand (10,000) shares of common stock having a par value of \$1.00 per share. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice medicine in the State of Florida. The shares of capital stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

IV.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of the filing of these Articles with the Secretary of State of Florida, and shall exist perpetually unless dissolved according to law.

V.

ADDRESS OF PRINCIPAL OFFICE

The street address of the initial principal office of this corporation in the State of Florida shall be 3086 Overlook Place, Clearwater, FL 33760.

VI.

INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors, who shall hold office until her successors are

elected or appointed and have qualified, is:

<u>Name</u>	<u>Address</u>
Susan A. Horowitz, M. D.	3086 Overlook Place Clearwater, FL 33760

VII.

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Susan A. Horowitz, M. D.	3086 Overlook Place Clearwater, FL 33760

VIII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1230 S. Myrtle Ave. #101, Clearwater, FL 33756, and the name of the initial registered agent at such address is J. Marvin Guthrie.

IX.

ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers hereinabove stated, the corporation shall have the following powers:

The corporation shall have the power to enter into such plans for the benefit of its employees, as the Board of Directors may deem appropriate, including, but not limited to,

one or more of the following:

- A. A pension plan,
- B. A profit sharing plan,
- C. A stock bonus plan,
- D. A thrift and savings plan,
- E. A stock option plan,
- F. Medical, disability or other health insurance plan or plans,
- G. Other retirement, death benefit or incentive compensation plan or plans.

X.

INDEMNIFICATION

This corporation shall indemnify and insure its officers and directors, and any former officers and directors, to the fullest extent permitted by law.

XI.

AMENDMENT

The 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.

IN WITNESS WHEREOF, the undersigned subscriber has

J. MARVIN GUTHRIE,
P. A.
ATTORNEY AT LAW
1230 MYRTLE AVENUE SOUTH
SUITE 101
CLEARWATER, FLORIDA 33756
(813) 449-1800

executed these Articles of Incorporation this 12th day of February, A.D. 1998.

Susan A. Horowitz, M.D.
Susan A. Horowitz, M. D.

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared SUSAN A. HOROWITZ, M. D., to me known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 12th day of February, A.D. 1998.

J. M. Guthrie
(signature)
J. M. Guthrie
(printed name)

NOTARY PUBLIC

My Commission Expires:



"OFFICIAL SEAL
J. M. Guthrie
My Commission Expires 7/23/98
Commission #CC 483090"

J. MARVIN GUTHRIE,
P. A.
ATTORNEY AT LAW
1230 MYRTLE AVENUE SOUTH
SUITE 101
CLEARWATER, FLORIDA 33758
(813) 449-1800

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

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

First -- That SUSAN A. HOROWITZ, 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 City of Clearwater, Florida, County of
Pinellas, State of Florida, has named J. Marvin Guthrie, 1230
S. Myrtle Ave. #101, Clearwater, FL 33756, County of
Pinellas, State of Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

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

BY:


J. Marvin Guthrie

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED