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March 9, 1998

Secretary of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

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RE: ARTICLES OF INCORPORATION FOR JOHN J. PARKER, MD, P.A.

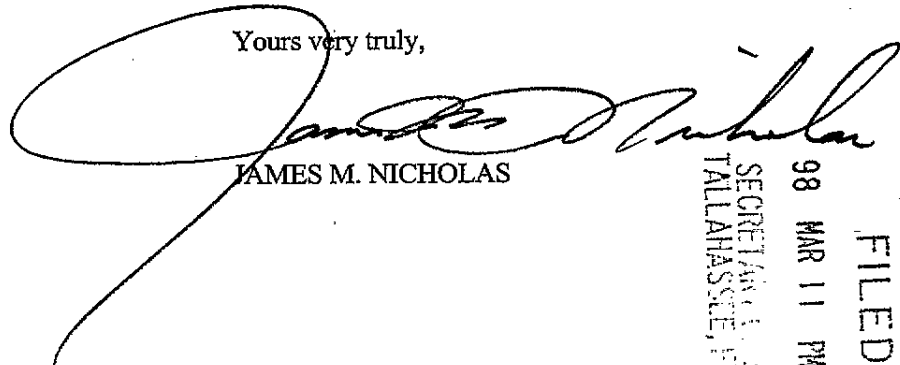
Gentlemen:

Enclosed please find for filing the Articles of Incorporation, pursuant to Florida Statute, Chapter 607, accompanied with the Designation of Registered Agent, on behalf of John J. Parker, MD, PA.

I have also enclosed herein my firm's check in the amount of \$122.50 to cover the required filing fees. Would you please furnish me with a Certificate of Incorporation for my records.

Thank you for your assistance in this matter. In the meantime, should you have any questions, please feel free to call me.

Yours very truly,



JAMES M. NICHOLAS

JMN/mln
Enclosure

FILED
98 MAR 11 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION OF
JOHN J. PARKER, MD, P.A.

The undersigned, acting as Incorporator pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation is JOHN J. PARKER, MD, P.A.

ARTICLE II DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the Department of State.

ARTICLE III NATURE

The general nature of the business to be transacted by this Professional Service Corporation is to engage in the practice of emergency medicine and to furnish other medical services for individuals and the community at large as permitted under the laws of the United States and the State of Florida, and to effectuate such purposes, it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

Pursuant to the Professional Service Corporation Act section 621.01 et. seq., the undersigned, as the incorporator and sole officer, shall render professional emergency medical services as a duly licensed physician. The corporation shall not engage in any other business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, all of one class, at a par value of \$5.00.

ARTICLE V PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his shares unless and until he shall have offered to sell his shares to the other shareholders at a fair and reasonable price.

B. All additional shares of common stock issued by the corporation shall be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares shall be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 10 Tenth Street, Unit 18, Atlantic Beach, Florida 32233 and the name and address of the initial registered agent of this corporation is JOHN J. PARKER, MD, 10 Tenth Street, Unit 18, Atlantic Beach, Florida 32233.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have directors initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than one (1) and shall always be an odd number. The name and address of the initial director of this corporation is:

John J. Parker, MD
10 Tenth Street, Unit 18
Atlantic Beach, Florida 32233

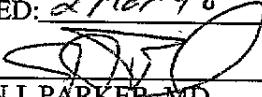
ARTICLE VIII INCORPORATORS

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

John J. Parker, MD
10 Tenth Street, Unit 18
Atlantic Beach, Florida 32233

ARTICLE IX BY-LAWS


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

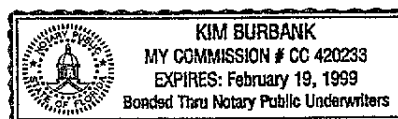
DATED: 2 Mar 98

JOHN J. PARKER, MD

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOHN J. PARKER, MD, to me known to be described as Subscriber in and whom executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the State and County last aforesaid, this 2ND day of MARCH, 1998.


NOTARY PUBLIC
State of FLORIDA at Large
My Commission expires 2/19/99



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


I HEREBY ACCEPT the designation, duties and responsibilities as REGISTERED AGENT of JOHN J. PARKER, MD, P.A., and agree to comply with the provisions of Florida Statutes.

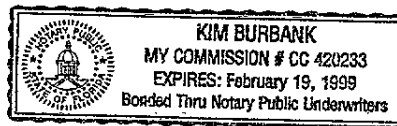

JOHN J. PARKER, MD

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOHN J. PARKER, MD, to me known to be described as REGISTERED AGENT for JOHN J. PARKER, MD, P.A., and who executed the foregoing designation as REGISTERED AGENT, and acknowledged before me that he subscribed to such designation as REGISTERED AGENT.

WITNESS my hand and official seal in the County and State named above, this 2nd day of MARCH, 1998.


NOTARY PUBLIC
State of FLORIDA at Large
My commission expires: 2/19/99



FILED
98 MAR 11 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA