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May 11, 1998

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

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****122.50 ****122.50

Re: Michael J. Kuklinsky, M.D., P.A.

Gentlemen:

Relative to the subject new corporation, enclosed please find the original and one copy of the articles of incorporation, which I would appreciate your filing and returning the copy to me certified.

Also enclosed is my trust account check in the amount of \$122.50, representing the \$35.00 filing fee, \$52.50 for certified copy, and \$35.00 for registered agent fee.

Thanking you for your assistance in this matter, I remain

Sincerely,

Julia R. Law

JULIA R. LAW

JRL/bs

Enclosures

FILED
98 MAY 14 PM 3:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*Paul
5/15/98*

ARTICLES OF INCORPORATION
OF
MICHAEL J. KUKLINSKY, M. D., P. A.

FILED
98 MAY 14 PM 3:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, associates with the intention of forming a professional corporation in accordance with the Florida Professional Services Corporation and Limited Liability Company Act, and adopts the following articles of incorporation for the corporation;

ARTICLE I

The name of the corporation is MICHAEL J. KUKLINSKY, M. D., P. A.

ARTICLE II

The address of the corporation's principal office is 619 West Dixie Avenue, Leesburg, Lake County, Florida 34748. The name of the initial registered agent of the corporation located at that office is MICHAEL J. KUKLINSKY.

ARTICLE III

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV

This corporation is organized for the following purposes:

- a. To engage in the practice of medicine as a professional medical corporation and to carry on services incidental to the practice of medicine. The practice of medicine is the sole and exclusive professional service to be rendered by this corporation.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed to practice medicine in the State of Florida.

ARTICLE V

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

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

ARTICLE VII

The name and address of the person signing these articles of incorporation as an incorporator is: MICHAEL J. KUKLINSKY, 619 West Dixie Avenue, Leesburg, Florida 34748.

ARTICLE VIII

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the name and address of the initial director is: MICHAEL J. KUKLINSKY, 619 West Dixie Avenue, Leesburg, Florida 34748.

The initial director shall hold office until his successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be for one(1) year and until the election and qualification of a successor. The number of directors set forth in these articles of 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

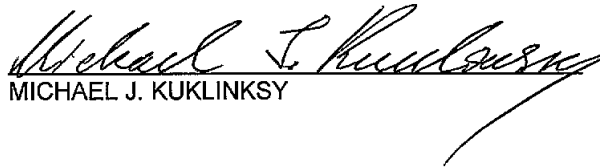
The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than fifteen (15) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE X

The corporation may be dissolved at any time (1) by the unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least three-fourths of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the

corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporator of this corporation, has executed these articles of incorporation at Leesburg, Lake County, Florida, on May 5, 1998.


MICHAEL J. KUKLINKSY

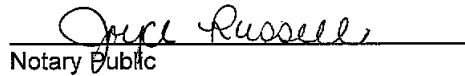
STATE OF FLORIDA
COUNTY OF LAKE

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, MICHAEL J. KUKLINKSY, who is personally known to me, and known to be the person described as incorporator in the foregoing Articles of Incorporation, and acknowledged that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 5 day of May, 1998.



Joyce R. Russell
My Commission CC588038
Expires Sep. 24, 2000


Notary Public

Joyce Russell
1108 Pine Ridge Dairy Road
Fruitland Park, FL 34731

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE
OF FLORIDA.

1. The name of the corporation is MICHAEL J. KUKLINSKY, M. D., P.A.
2. The name and address of the registered agent and office is 619 West
Dixie Avenue, Leesburg, Florida 34748.

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.


MICHAEL J. KUKLINSKY, Registered Agent

Date: 5-5-98

FILED
98 MAY 14 PM 3:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA