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EBBETS, ARMSTRONG & CHAMBERLIN
Partnership of Professional Associations

210 South Beach Street
Suite 200
Daytona Beach, Florida 32114
904-253-2288
Fax: 904-257-1253

Dwight Chamberlin, P.A.

May 4, 1998

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****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

RE: Keith N. Marshall. D.O., P.A.

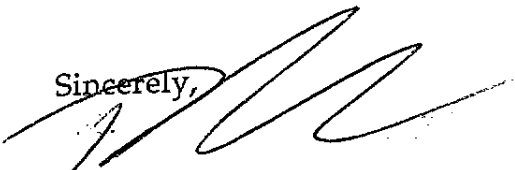
Dear Sirs:

Enclosed herewith, in duplicate, are the proposed Articles of Incorporation of the above referenced corporation, along with the Acceptance of Registered Agent which we ask be filed in your office. I have also enclosed my check for \$122.50 to cover the costs.

When the Articles have been filed, I would appreciate receiving a certified copy, indicating the filing date.

Thank you for your attention to this matter.

Sincerely,


Dwight Chamberlin

DC/sc
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 27 AM 8:10

RP
05-2896



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1998

EBBETS, ARMSTRONG & CHAMBERLIN
210 SOUTH BEACH STREET SUITE 200
DAYTONA BEACH, FL 32114

SUBJECT: KEITH N. MARSHALL, D.O., P.A.
Ref. Number: W98000010659

We have received your document for KEITH N. MARSHALL, D.O., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 798A00025978

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 27 AM 8:10

ARTICLES OF INCORPORATION
OF
KEITH N. MARSHALL, D.O., P.A.

The undersigned subscriber(s) to these Articles of Incorporation, KEITH N. MARSHALL, D.O., presents these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as the Professional Service Corporation Act, and other appropriate laws of the State of Florida.

ARTICLE I
NAME and ADDRESS

The name and address of the corporation is KEITH N. MARSHALL, D.O., P.A., 555 West Granada Blvd., Ormond Beach, FL 32174.

ARTICLE II
PURPOSES

The general nature of the business to be transacted by this corporation is to render such professional services to the public that a duly licensed medical doctor could render, and such professional services shall be rendered only through a person duly licensed to practice medicine in the State of Florida.

To own and hold such real and personal property as may be necessary or required for the rendering of the professional services of the corporation; to own, hold, invest and reinvest in real or personal property, mortgages, stocks,

bonds or other type of lawful investment.

To do all things necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendments hereof, necessary or incidental to the protection and benefit of the Corporation; to adopt such pension, profit sharing, stock option or deferred compensation plans for officers, employees and directors, and to grant such stock options to officers, employees and directors and others, who may be qualified to hold shares in this corporation, as the directors may deem to be in the best interests of the corporation.

To purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

The foregoing paragraphs shall be construed as enumerating both the objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall no be held to limit or restrict in any manner the powers of this corporation, except as limited by law, it being intended that this corporation shall exercise all powers now or hereafter granted to professional service corporations under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock at a par value of \$1.00 per share, all being fully paid and non-assessable.

ARTICLE IV

PERPETUAL EXISTENCE

This corporation shall have perpetual existence, unless terminated in the manner prescribed by law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

210 SOUTH BEACH STREET
SUITE 200
DAYTONA BEACH, FL. 32114

The name of the initial registered agent of this corporation at that address is:

DWIGHT CHAMBERLIN

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

KEITH N. MARSHALL
3 LOST CREEK LANE
ORMOND BEACH, FLORIDA 32174

ARTICLE VII

INCORPORATOR(S)

The name(s) and address(es) of the person(s) signing these Articles is:

KEITH N. MARSHALL
3 LOST CREEK LANE
ORMOND BEACH, FLORIDA 32174

ARTICLES VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the corporation.

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended from time to time by the Directors and shareholders of the corporation in the manner provided by law.

ARTICLE X

ACTION BY DIRECTOR(S)

The Director of this corporation may take action by written consent,

as provided by law, in lieu of a meeting, but any action so taken shall be by unanimous written consent of the Directors.

ARTICLE XI

ISSUANCE OR TRANSFER OF CAPITAL STOCK

None of the shares of the capital stock of this corporation may be issued to any person other than one who is duly licensed to render the specific professional service for which this corporation is organized. No shareholder of this corporation may sell or transfer his/her shares in this corporation except to another individual who is eligible to be a shareholder of this corporation, as herein provided. No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. The corporation is specifically authorized to adopt by-laws which may further restrain or restrict the sale or alienation of the shares of stock of this corporation, including a provision for the re- purchase of such shares by the corporation.

ARTICLE XII

COMPENSATION


The corporation is hereby specifically authorized to make provision for reasonable compensation to its members for services as Directors, and to prescribe the terms and conditions of such compensation. The corporation is further authorized to enter into such employment contracts with such of its shareholders, upon such terms and conditions for such compensation as the corporation, acting through its stockholders or through its directors, as the case may be, may, from time to time, determine. Any stockholder, officer or director of this corporation may be a stockholder of or serve as an officer or director of any other professional service corporation rendering the same or similar service as rendered by this corporation, and receive compensation therefore.

ARTICLE XIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director or Officer, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved by reason of his being or having been a Director or Officer of the corporation, such expenses to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with a view to curtailment of costs of litigation. The corporation shall not, however, indemnify any Director or Officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been guilty of fraud or material misrepresentation to the corporation, its Board of Directors, its stockholders, or any other person, nor in respect of any manner on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be conclusive of other rights to which any Director or Officer may be entitled as a matter of law.

IN WITNESS WHEREOF, I/We have hereunto set my/our hand(s) and seal(s) to the foregoing Articles of Incorporation this 5th day of May 1998.



KEITH N. MARSHALL

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared KEITH N. MARSHALL to me well known to be the person(s) described the above and foregoing Articles of Incorporation; and he/she/they freely and voluntarily acknowledged before me

according to law that he/she/they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Daytona Beach, Volusia County, Florida, this 5th day of May, 1998.

Diana K. Mayer

Notary Public in and for the
State of Florida, at Large

My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above named corporation, at the place designated in these Articles, I hereby accept said appointment, and agree to comply with the provisions of said Act relative to keeping open said office.

[Signature]

REGISTERED AGENT
DWIGHT CHAMBERLIN
210 S. BEACH STREET
SUITE 200
DAYTONA BEACH, FL. 32114

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 27 AM 8:10