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Orlando, Florida 32810

THE CENTER FOR PROFESSIONAL LEGAL SERVICES
A Private, Full Service, Law Firm

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June 2, 1998

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

Re: Ravi Nagarajan, M.D., P.A. - New Corporation

Dear Sir:

Enclosed for filing is the original and a copy of the Articles of Incorporation of Ravi Nagarajan, M.D., P.A. and a check for \$70.00 to cover the filing fee.

Please file the Articles of Incorporation and return the copy marked as filed to the undersigned.

If you have any questions, please call me collect.

Sincerely,



Richard D. Baxter, Esq.

cc: Mr. Ravi Nagarajan

FILED
98 JUN -4 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ml 6/5/98

ARTICLES OF INCORPORATION
OF
RAVI NAGARAJAN, M.D., P.A.

FILED
98 JUN -4 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, a natural person competent to contract, who is a duly licensed medical physician in the State of Florida, hereby subscribes to and adopts these Articles of Incorporation for the purpose of organizing a professional service corporation under the Florida Professional Service Corporation and Limited Liability Company Act, Florida Statutes Chapter 621, and the Florida Business Corporation Act, Florida Statutes Chapter 607.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

RAVI NAGARAJAN, M.D., P.A.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 1720 South Orange Ave., Suite 500, Orlando, Florida 32806.

ARTICLE III
PURPOSES

In accordance with Florida Statutes Section 621.08, this Professional Service Corporation is organized for the following purposes:

(a) To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.

(b) To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of professional medical services.

(c) To invest its funds in real estate, mortgages, stocks, bonds or any other types of investments.

(d) To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida law or by the provisions of these Articles of Incorporation.

The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this Professional Service Corporation is authorized to issue and have outstanding at any one time shall be ten thousand (10,000) shares of common stock having a par value of ten (\$0.10) cents per share.

None of the shares of this Professional Service Corporation may be issued to anyone other than: (a) an individual who is duly licensed to engage in the practice of medicine in the State of Florida or (b) a professional service corporation or a professional limited liability company which is wholly owned by one or more individuals who are duly licensed to engage in the practice of medicine in the State of Florida.

ARTICLE V TERM OF EXISTENCE

This Professional Service Corporation shall have perpetual existence.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Professional Service Corporation is 5405 Diplomat Circle, Suite 201, Orlando, Florida 32810. The name of the initial Registered Agent of this Professional Service Corporation at that address is Richard D. Baxter, Esq.

ARTICLE VII BOARD OF DIRECTORS

The business of this Professional Service Corporation shall be managed by its Board of Director. The initial Board of Directors shall consist of one (1) member. The

name and address of the member of the first Board of Directors is:

Ravi Nagarajan, M.D.

1720 South Orange Ave., Suite 500
Orlando, Florida 32806

The member of the First Board of Directors shall hold office until his successor is elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

ARTICLE VIII INCORPORATORS

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

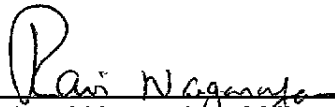
Ravi Nagarajan, M.D.

1720 South Orange Ave., Suite 500
Orlando, Florida 32806

ARTICLE IX RESTRAINT ON ALIENATION OF SHARES

No shareholder of this Professional Service Corporation may sell or otherwise transfer any shares of the capital stock of this Corporation to any person or entity other than to an individual or entity to which this Corporation may issue shares pursuant to Article IV hereof. The shareholder(s) and this Corporation may enter into a separate agreement further restricting the right of any shareholder to sell or otherwise transfer any shares of the capital stock of this Corporation and providing for the purchase or redemption of shares in the event of any shareholder's death, disability or temporary or permanent inability to engage in the practice of medicine in the State of Florida or in the event of any other occurrence.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a professional service corporation to do business under the laws of Florida, have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, on this 29th day of May, 1998.



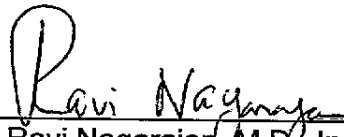
Ravi Nagarajan, M.D.

RAVI NAGARAJAN, M.D., P.A.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

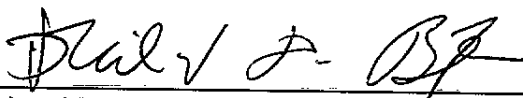
1. The name of the Corporation is: Ravi Nagarajan, M.D., P.A.
2. The name and address of the Registered Agent and Registered Office of the Corporation is: Richard D. Baxter, Esq., 5405 Diplomat Circle, Suite 201, Orlando, Orange County, Florida 32810.

Ravi Nagarajan, M.D., P.A.

By: 
Ravi Nagarajan, M.D., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of Ravi Nagarajan, M.D., P.A., 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, including Florida Statutes Section 607.0505, and I am familiar with and accept the obligations of my position as Registered Agent.


Richard D. Baxter, Esq., Registered Agent
Dated: May 29, 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA