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OF COUNSEL
~~WILLIAM H. FLEECE, P.A.~~
WILLIAM H. FLEECE**
** COURT CERTIFIED MEDIATOR AND
ARBITRATOR (FEDERAL AND STATE)

June 16, 1998

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

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****122.50 ****122.50

RE: PAUL F. FOTI, M.D., F.C.C.P., PROFESSIONAL ASSOCIATION

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and one (1) copy for the above-referenced professional association.

Please file the enclosed Articles and return a certified copy to me. I have enclosed my check in the amount of \$122.50 to cover the filing fee and certified copy fee.

Thank you for your assistance.

Yours truly,

ZACUR & GRAHAM, P.A.

SIGNED IN HIS ABSENCE
TO AVOID DELAY

Richard A. Zacur
do

Richard A. Zacur, Esquire

RAZ/dw

Enclosures

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98 JUN 18 AM 8:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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98 JUN 18 AM 8:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

PAUL F. FOTI, M.D., F.C.C.P., PROFESSIONAL ASSOCIATION

The undersigned, subscriber to these Articles of Incorporation, natural persons over the age of 18 years, competent to contract, and duly licensed to render services as such under the laws of the State of Florida, hereby present these Articles for the formation of a corporation under The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be PAUL F. FOTI, M.D., F.C.C.P., PROFESSIONAL ASSOCIATION

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation is:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine therein.

(b) To invest the funds of the Corporation in real estate,

mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional medical services.

(c) To do everything 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 purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having a par value of \$.10 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the Corporation will begin business is \$30,000.00.

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless dissolved in a manner provided by law.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of the Corporation in the State of Florida is 1615 Pasadena Avenue South, Suite 480, St. Petersburg, Florida. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered Agent and address is: Richard A. Zacur 5200 Central Ave., St. Petersburg, Fl 33707

ARTICLE VII

DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one (1); and subject to such minimum may be increased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed the number shall be one.

ARTICLE VIII

INITIAL DIRECTOR

The name and address of the members of the first Board of Directors is:

Paul F. Foti, M.D.
1615 Pasadena Avenue South, Suite 480
St. Petersburg, Florida 33707

ARTICLE IX

SUBSCRIBERS

The name and street address of the person signing the Articles of Incorporation as a subscriber, whom is a physician, duly licensed under the laws of the State of Florida to render services as such, the number of shares of stock he agrees to take, and the value of the consideration therefor is:

Name	Address	Number of shares	Con- sider- ation
Paul F. Foti, M.D.	1615 Pasadena Ave S	1000	\$100.00

ARTICLE X

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 and objects hereinabove stated, the Corporation shall have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for

the purpose of rendering professional medical services.

(b) To deny to the holders of the common shares of the Corporation any preemptive right to purchase or subscribe to any new issues of any type shares of the Corporation, and no shareholder shall have any preemptive right to subscribe to any such shares.

(c) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

(e) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights

of shareholders are subject to this reservation.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set his hand and seal this 16th day of June, 1998, for the purpose of forming this corporation under the laws of the State of Florida.

Signed, sealed and delivered
in the presence of:

Diana A. Wallace
Witness

Paul F. Foti
Paul F. Foti, M.D.

Suzanne R. Wallace
Witness

STATE OF FLORIDA

COUNTY OF PINELLAS

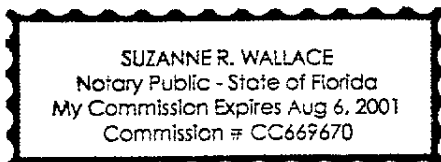
The foregoing instrument was acknowledged before me this 16th day of June, 1998, by Paul F. Foti, M.D., who is personally known to me or who has produced _____ as identification and who did take an oath and depose and say that they executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 16th day of June, 1998.

Suzanne R. Wallace
Notary Public

Suzanne R. Wallace
Notary Name Typed/Printed

My Commission Expires:



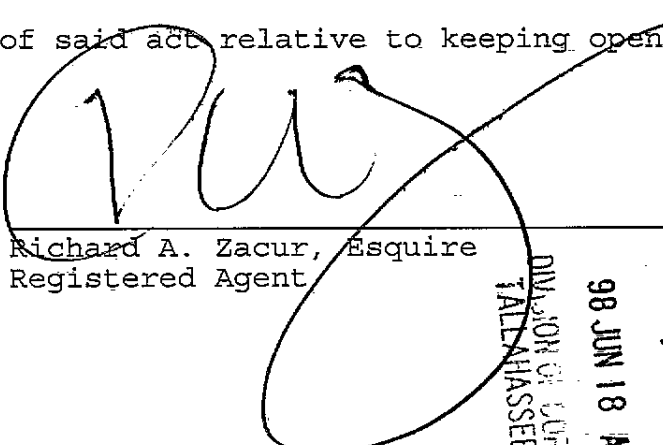
REGISTERED AGENT

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

That PAUL F. FOTI, M.D., F.C.C.P., PROFESSIONAL ASSOCIATION, desiring to organize under the Laws of the State of Florida, with its registered office as indicated in these Articles of Incorporation, in the City of St. Petersburg, County of Pinellas, State of Florida, has named Richard A. Zacur of Zacur & Graham, P.A., 5200 Central Avenue, St. Petersburg, Florida 33707, as its registered agent to accept service of process within this state. begin corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State.

REGISTERED AGENT ACKNOWLEDGEMENT

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


Richard A. Zacur, Esquire
Registered Agent

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JUN 18 AM 8:27

FILED