

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

1.) Paul T. Murphy, M.D., P.A.
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FILED
98 JUL -2 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL -2 AM 9:48
DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION OF
PAUL T. MURPHY, M.D., P.A.**

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Article I - Name

The name of this Corporation is Paul T. Murphy, M.D., P.A.

Article II - Professional Corporation

This Corporation is a professional corporation within the meaning of Chapter 621 of the Florida Statutes.

Article III - Purposes and Powers

The purposes of the Corporation are primarily to engage in the specific business of orthopedic medicine and the Corporation shall not engage in any business other than the rendering of the professional services for which it was specifically incorporated, provided, however, the Corporation, to the extent allowed by applicable law, may invest funds in real estate, mortgages, stocks, bonds or any other type of instruments, and may own real or personal property necessary for the rendering of professional services.

Article IV - Principal Office and Mailing Address

The principal place of business and mailing address for the transaction of business of the Corporation is:

3222 West Palmira Avenue
Tampa, Florida 33629

Article V - Directors

The number of directors of the Corporation shall not be less than 1, nor more than 5, and the name and address of the person who is appointed to act as the first director of the Corporation is:

Paul T. Murphy, M.D.
3222 West Palmira Avenue
Tampa, Florida 33629

Article VI - Qualification of Directors

No director of the Corporation shall be deemed to have duly qualified as such unless he shall be the holder of record of one or more of the shares of the Corporation entitled to voting power. Should any director of the Corporation cease to hold of record one or more such shares, his office as director shall be vacant and the director shall sever all employment with, and financial interest in, the Corporation forthwith.

Article VII - Stock

The Corporation is authorized to issue only one class of shares of the total number of 100, all of which shall be with a par value of \$10.00 per share.

Article VIII - Issuance of Shares

No stock shall be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which this Corporation was incorporated. 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.

Article IX - Death or Disqualification of Officer, Shareholder or Director

If any officer, shareholder or director of this Corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, this Corporation forthwith. Any transfer of shares shall be in accordance with Article X provided below.

Article X - Restriction Upon Transfer of Shares

1. Before there can be a valid sale or transfer of any of the shares of the Corporation by a holder thereof, such holder shall first give notice in writing to the Secretary of the Corporation of his intention to sell or transfer such shares. Such notice shall specify the number of shares to be sold or transferred, the price per share, and the terms upon which such holder intends to make such sale or transfer. The Corporation then shall have the right of first refusal as to the total number of shares being offered for sale.

2. If the Corporation shall fail to exercise such right of first refusal within ten days after the first notice, the Secretary shall, within five days thereafter, mail or deliver a copy of such notice to each of the other shareholders of record of the Corporation. Such notice may be delivered to such shareholders personally or may be mailed to the last known address of such shareholders, as the same may appear on the books of the Corporation. Within 15 days after the mailing or delivering of such notices, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in such notice shall deliver by mail or otherwise to the Secretary of the Corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number or numbers of such shares at the price and upon the terms stated in such notice, accompanied by the purchase price therefor with authorization to pay such purchase price against delivery of such shares.

3. If the total number of shares specified in such offer or offers shall exceed the number of shares referred to in such notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in such notice to the Secretary, as the number of shares of the Corporation which he holds bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in such notice to the Secretary.

4. If all of the shares referred to in such notice to the Secretary shall not be disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided in the foregoing paragraph 3, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

5. If one or more of the shareholders shall offer to purchase in the aggregate less than all of the shares or shall fail to offer to purchase any of the shares referred to in such notice to the Secretary, then the Corporation may purchase such shares upon the same terms. If the Corporation shall fail to offer to purchase the shares referred to in such notice to the Secretary, then the shareholder desiring to transfer or sell may dispose of any shares not purchased by the Corporation or other shareholder or shareholders to any other person or persons licensed and eligible to be a shareholder in this Corporation; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in such notice to the Secretary.

6. If the Corporation or any combination of shareholders and/or the Corporation shall fail to offer to purchase less than the total amount of shares referred to in such notice to the Secretary, then the shareholder desiring to transfer or sell such shares may at his election refuse to sell or transfer any shares to the Corporation or its shareholders and may transfer or sell his shares to any other person or persons licensed and eligible to be a shareholder in this Corporation; provided, however, that he may not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in such notice to the Secretary.

7. Any sale or transfer, or purported sale or transfer, of the shares of the Corporation shall be null and void unless the terms, conditions, and provisions of this Article X are strictly observed and followed.

Article XI - Initial Registered Agent and Street Address

The initial Registered Agent shall be Paul T. Murphy, M.D. whose address is 3222 West Palmira Avenue, Tampa, Florida 33629

Article XII - Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

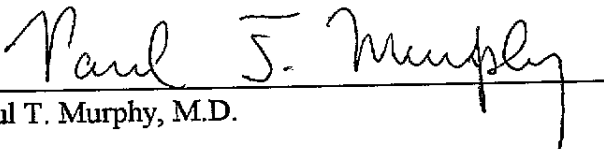
Paul T. Murphy, M.D.
3222 West Palmira Avenue
Tampa, Florida 33629

Article XIII - Amendments

These Articles may be amended at any time by a majority vote of the shareholders or in the manner set forth in the Bylaws.

Article XIV - Acknowledgments

Signed this 1st day of July, 1998.


Paul T. Murphy, M.D.

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

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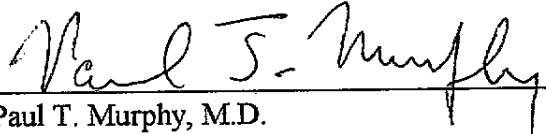
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED PROFESSIONAL CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the professional corporation shall be Paul T. Murphy, M.D., P.A.
2. The name and address of the registered agent and office is:

Paul T. Murphy, M.D.
3222 West Palmira Avenue
Tampa, Florida 33629

Having been named as registered agent and to accept service of process for the above stated professional 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.


Paul T. Murphy, M.D.

Date: July 1, 1998