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June 30, 1998

BY FEDERAL EXPRESS DELIVERY  
Division of Corporations  
Department of State  
The Capitol  
Room 202, North Monroe  
Tallahassee, FL 32310-8047

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-07/01/98--01065--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation - Oxford Medical Clinics of  
St. Petersburg, Inc.

Gentlemen:

Enclosed please find two (2) originals of the (a) Articles of Incorporation, and (b) Certificate of Designation Registered Agent/Registered Office, both regarding Oxford Medical Clinics of St. Petersburg, Inc. Please file the original Articles and Certificate and return a certified copy to me.

Also enclosed is my firm's check in the amount of \$122.50, representing the filing fee of \$35.00, certified copy fee of \$52.50, and registered agent designation fee of \$35.00.

Thank you for your assistance and cooperation in this matter. Should you have any questions regarding the enclosed documents, please do not hesitate to contact my office by telephone.

Sincerely yours,

*Nancy G. Farage*

NANCY G. FARAGE

*Dmc*  
*7/6/98*

NGF:llv  
Enclosures

FILED  
98 JUL - 1 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

OXFORD MEDICAL CLINICS OF ST. PETERSBURG, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

Oxford Medical Clinics of St. Petersburg, Inc.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares having a par value of One Dollars (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 25 - 2nd Street North, Suite 180, St. Petersburg, FL 33701, and the name and address of the initial registered agent of this corporation is Gary Smith, 1476 Buckeye Lane, Palm Harbor, FL 34683.

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 adopted by the shareholders. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Gary Smith	1476 Buckeye Lane Palm Harbor, FL 34683

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gary Smith	1476 Buckeye Lane Palm Harbor, FL 34683

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates


to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

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 stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 22<sup>nd</sup> day of June, 1998.

  
\_\_\_\_\_  
Gary Smith

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Gary Smith, who is personally known to me, who did take an oath, and who

is known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 22 day of June, 1998.

Michelle L. Driver

NOTARY PUBLIC

Print Name: Michelle L. DRIVER

My commission expires:



MICHELLE L. DRIVER  
COMMISSION # CC 722657  
EXPIRES MAR 8, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.


CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.

1. The name of the corporation is: Oxford Medical Clinics of  
St. Petersburg, Inc.

2. The name and address of the registered agent and office is:

Gary Smith  
(NAME)  
1476 Buckeye Lane  
(P.O. BOX NOT ACCEPTABLE)  
Palm Harbor, FL 34683  
(CITY/STATE/ZIP)

SIGNATURE   
Gary Smith

TITLE Incorporator

DATE 6/22/98

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 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.

SIGNATURE   
Gary Smith

DATE 6/22/98

REGISTERED AGENT FILING FEE: \$35.00

98 JUL -1 AM 10:23  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA