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FLORIDA DIVISION OF CORPORATIONS

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(813) 898-0227

FAX #:

NAME: ANDREW S. GROSS, D.O., P.A.

AUDIT NUMBER.....H98000012696

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1998

HARRIS BARRETT MANN & DEW

SUBJECT: ANDREW S. GROSS, D.O., P.A.
REF: W98000015595

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

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Letter Number: 298A00036695

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

ANDREW S. GROSS, D.O., P.A.

I, the undersigned, licensed or otherwise legally authorized to practice medicine by and within the State of Florida, hereby acting as incorporator for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: ANDREW S. GROSS, D.O., P.A.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes:

1. To engage in every aspect of the practice of medicine and all of its fields of specialization as are engaged in by doctors in this state.

THIS Instrument Prepared by:
Charles F. Reischmann, Esquire FBN: 0443247
P. O. Drawer 1441
St. Petersburg, FL. 33731 (813) 892-3100
FAX AUDIT NO. H98000012696

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2. To engage and render the professional service involved only through its officers, agents and employees who are doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.

3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

4. To own real and personal property necessary for the rendering of professional services hereby authorized.

5. To engage in no other business other than rendering of the professional services herein specified.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock. Shares of the corporation's stock and certificates therefor shall be issued only to doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is 12597 Walsingham Road, Largo, Florida 33774, and

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the name of the initial registered agent of this corporation at that address is Andrew S. Gross.

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 names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Andrew S. Gross	12597 Walsingham Road Largo, FL 33774

ARTICLE VII

INCORPORATORS

The names and addresses of each person signing these Articles are:

<u>Name</u>	<u>Address</u>
Andrew S. Gross	12597 Walsingham Road Largo, FL 33774

ARTICLE VIII

AMENDMENT

1. The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

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2. In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No stockholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes; but he shall have no other voting right.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation who has been rendering professional medical services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's

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office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article VIII (B) dealing with "Amendments." Should any amendment be effected which changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation, except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE X

RIGHTS OF STOCKHOLDER WHOSE INTEREST TERMINATES UNDER ARTICLE IX

If any stockholder of this corporation be required to terminate his financial interest in this corporation because of the application of Article IX, or the application of Chapter 621, Florida Statutes, and should these articles not be amended as provided in Article VIII (B), the financial interest of such shareholders shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by him and any other amounts that are lawfully due and owing to him by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or

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redeemed at such price or value and under such terms as shall be authorized as set forth in the By-Laws of Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE XI

INDEMNIFICATION

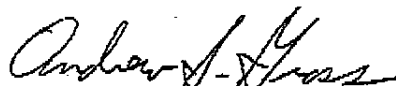
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of July, 1998.



ANDREW S. GROSS

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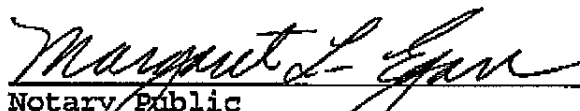
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STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7th
day of July, 1998, by Andrew S. Gross.


Notary Public

My Commission Expires:



Margaret L. Egan
MY COMMISSION # 06501305 EXPIRES
January 31, 2000
BONDED THROUGH TROY FARM INSURANCE, INC.

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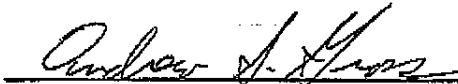
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

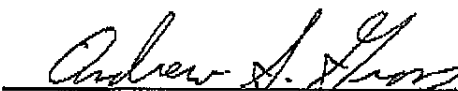
First--that ANDREW S. GROSS, D.O., P.A., desiring to organize
under the laws of the State of Florida, with its registered office
at 12597 Walsingham Road, Largo, Pinellas County, Florida, has
named Andrew S. Gross at that address as its agent to accept
service of process within this state.

DATED: July 7, 1998.


Andrew S. Gross, Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of all statutes relative to the proper and complete
performance of my duties.


Andrew S. Gross, Resident Agent