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Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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***122.50 ***122.50

Re: Incorporation of Comprehensive Medical Group, P.A.

EFFECTIVE DATE

09-01-98

Dear Sir/Madam:

Pursuant to the incorporation of Comprehensive Medical Group, P.A., enclosed are the following:

1. Original and one (1) copy of fully executed Articles of Incorporation of Comprehensive Medical Group, P.A.;
2. Check in the amount of \$122.50 to cover the following items:

(a) Filing Fees	\$35.00
(b) Certified Copy of Articles	\$52.50
(c) Registered Agent Designation	<u>\$35.00</u>
TOTAL	<u>\$122.50</u>
3. Please certify the enclosed executed copy of the Articles of Incorporation and return same to the undersigned.

Very truly yours,



Cat L. Brower
Legal Assistant

:cb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 10:18

R. Putnam SEP 7 1998

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
A PROFESSIONAL SERVICE CORPORATION
COMPREHENSIVE MEDICAL GROUP, P.A.

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name and Principal Place of Business
of Professional Corporation

The name of this professional corporation will be Comprehensive Medical Group, P.A.

The principal place of business is 4020 U.S. 27, Sebring, Florida 33870.

ARTICLE II

EFFECTIVE DATE
09-01-98

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the professional association are as follows:

- a. To engage in every aspect in the practice of medicine, and all its fields of specializations.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this professional corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law, including owning real or personal property necessary for the rendering of professional services.
- d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

Capital Stock

a. The maximum number of shares of stock that the professional association is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the professional corporation's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this professional corporation.

ARTICLE IV

Effective Date of Incorporation and Duration

This professional corporation shall be deemed to have come into existence on the date these Articles of Incorporation are executed. The professional corporation shall have perpetual existence.

ARTICLE V

Initial Registered Office and Registered Agent

The name and address of the registered agent and office of this corporation shall be as follows:

Bradley J. Davis, Esquire
390 N. Orange Avenue, Suite 800
Orlando, FL 32801

ARTICLE VI

Incorporator

The name and address of the Incorporators signing these Articles of Incorporation are:

Richard A. Campbell, M.D.
105 Tomoka Blvd. South
Lake Placid, FL 33852

Wilfred Corredera, M.D.
105 A Tomoka Blvd. South
Lake Placid, FL 33852

Marvin D. Maxwell, M.D.
4020 U.S. 27 N.
Sebring, FL 33870

ARTICLE VII

Directors' Authority to Fix Compensation

Directors shall have authority to fix the compensation of the officers of this Corporation.

ARTICLE VIII

Initial Board of Directors

The professional association shall have a Board of Directors consisting of three (3) directors initially. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than three.

The names and addresses of the initial Directors of this professional corporation are:

Richard A. Campbell, M.D.
105 Tomoka Blvd. South
Lake Placid, FL 33852

Wilfred Corredera, M.D.
105 A Tomoka Blvd. South
Lake Placid, FL 33852

Marvin D. Maxwell, M.D.
4020 U.S. 27 N.
Sebring, FL 33870

ARTICLE IX

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the professional corporation as part of the corporate records.

ARTICLE X

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this professional corporation becomes legally disqualified to render the professional services for which the professional corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the professional corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the professional corporation on account of professional services. The professional corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the professional corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI

Informal Director Action

If all of the Directors severally or collectively consent to writing of any action taken or to be taken by the professional corporation, and the writings evidencing their consent are filed with the Secretary of the professional corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

Indemnification

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

ARTICLE XIII

Amendment of Articles

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote.

ARTICLE XIV

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this professional corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

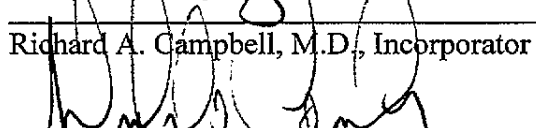
ARTICLE XV

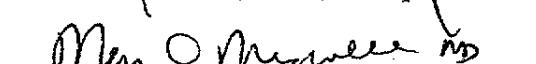
Pre-Emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this professional corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this professional corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issues of shares, and inviting him or her to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the professional corporation within thirty (30) days of receipt of notice from the professional corporation.

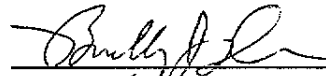
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation in the State of Florida, this 1st day of SEPTEMBER, 1998.


Richard A. Campbell, M.D., Incorporator


Wilfred Corredera, M.D., Incorporator


Marvin D. Maxwell, M.D., Incorporator

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that he is familiar with the obligations of that position as set forth in Chapter 607, Florida Statutes (1996).



Bradley J. Davis
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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