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September 1, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

P98000078493

ARTICLES OF INCORPORATION

for

Richard C. Nelson, M.D., P.A.

Dear Sir or Madame:

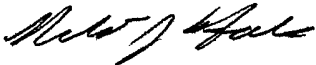
Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above Professional Service Corporation and a check in the amount of \$70.00 to cover the filing fee.

Please send the copy of the filed document to the following address:

Robert J. Hutchins, Attorney
222 West Comstock Ave., Suite 111
Winter Park, Florida 32789

EFFECTIVE DATE
09-01-98

Respectfully submitted,



Robert J. Hutchins, Attorney

Enclosures

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ARTICLES OF INCORPORATION
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Richard C. Nelson, M.D., P.A.

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The undersigned subscriber to these articles of incorporation, being duly licensed to practice Medicine under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of the professional corporation is Richard C. Nelson, M.D., P.A..

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is: 12063 Student Drive, Orlando, Florida 32826.

ARTICLE III - PURPOSE

The professional corporation is formed to engage in every phase and aspect of the practice of Medicine. In addition, the corporation may invest the funds of the corporation in real estate mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV - TERM OF EXISTENCE

The professional corporation is to exist perpetually.

EFFECTIVE DATE

09-01-98

ARTICLE V - CAPITAL STOCK

The professional corporation shall have the authority to issue 10,000 shares of common capital stock with a par value of \$.01 per share.

None of the shares of the professional corporation may be issued to anyone other than individuals, professional corporations or professional limited liability companies duly licensed or otherwise legally authorized to practice Medicine in the State of Florida.

ARTICLE VI - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of the professional corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase such stockholder's pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the professional corporation is 222 West Comstock Avenue, Suite 111, Winter Park, Florida 32789 and the name of the initial registered agent of the corporation at that address is Robert J. Hutchins.

ARTICLE VIII - DIRECTORS

The professional corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholder(s).

ARTICLE IX - INITIAL DIRECTOR

The name and street address of the member of the first board of directors is:

Richard C. Nelson

12063 Student Drive, Orlando, Florida 32826

ARTICLE X - SUBSCRIBER

The name and street address of the person signing these articles of incorporation as subscriber is:

Richard C. Nelson

12063 Student Drive, Orlando, Florida 32826

ARTICLE XI - RESTRAINT ON ALIENATION OF SHARES

The stockholders of the professional corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the stockholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its stockholders, or in the event of death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the stockholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer stock in the corporation except to another individual, professional corporation, or professional limited liability company who is eligible to be a stockholder of the corporation, and the sale or transfer may be made only after it has been approved at a stockholder meeting especially called for that purpose. If any stockholder who has been practicing Medicine becomes legally disqualified to practice Medicine in the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations on the continuous rendering of such professional services, that stockholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with bylaws or other agreements adopted by the stockholders.


ARTICLE XII - AMENDMENT

These articles of incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

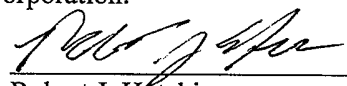
The existence of the professional corporation shall commence on September 1, 1998.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on September 1, 1998.


Richard C. Nelson

REGISTERED AGENT'S ACCEPTANCE

I am hereby familiar with and accept the duties and responsibilities as Registered Agent for Richard C. Nelson, M.D., P.A., a Florida Professional Corporation.


Robert J. Hutchins