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November 17, 1998

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State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Ms. Judy Eure

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****122.50 *****78.75

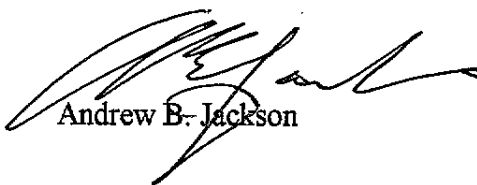
Re: **Articles of Incorporation:**
MICHAEL M. KEARIN, M.D., P.A.

Dear Ms. Eure:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50 made payable to Secretary of State, which covers the following: Filing Fee - \$70.00 and Certified Copy - \$52.50.

If you should need any additional information, please give me a call. Thank you for your attention to this matter.

Sincerely yours,



Andrew B. Jackson

ABJ:i
Enclosures as indicated

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98 NOV 30 PM 3:02
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98 NOV 30 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MICHAEL M. KEARIN, M.D., P.A.

I, hereby execute these articles for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be:

MICHAEL M. KEARIN, M.D., P.A.

ARTICLE II
DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III
CAPITAL STOCK

The number of shares which this Corporation is authorized to issue is 50 Shares of Common Stock at One Dollar (\$1.00) par value.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and principal office of this Corporation is: **MICHAEL M. KEARIN, M.D.**, 320 N.W. Lakeview Drive, Sebring, Florida 33870 and I agree to act in this capacity and accept service of process within this State of Florida pursuant to F.S. 48.091.


MICHAEL M. KEARIN, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V
PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and the nature of its business are as follows:

1. To engage in the practice of medicine and especially in the practice of anesthesiology as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and engage in any activity which is necessary or incidental to the accomplishment or furtherance of this corporation's business.
3. To engage in any other activity as may be permitted by the laws of the State of Florida to a corporation organized pursuant to F.S.A. Chapter 621.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator signing these articles: **MICHAEL M. KEARIN, M.D.**, 320 N.W. Lakeview Drive, Sebring, Florida 33870.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

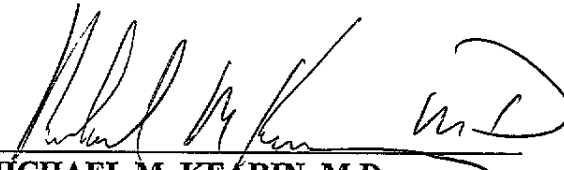
This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of this corporation is: **MICHAEL M. KEARIN, M.D.**, 320 N.W. Lakeview Drive, Sebring, Florida 33870.

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these

Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 16th day of November, 1998.




MICHAEL M. KEARIN, M.D.,
Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **MICHAEL M. KEARIN, M.D.**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged that he executed those Articles of Incorporation.

16th **IN WITNESS WHEREOF**, I have set my hand and seal in the State and County above, this day of November, 1998.



Notary Public, State of Florida
at Large/Commission Expires

