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WILLIAM GRAHAM
RETIRED
C. WILLCOX
RETIRED
SAM T. DELL
(1912-1992)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 3, 1998

203 N. E. 1ST STREET
GAINESVILLE, FL 32601

W. HENRY BARBER, JR.
JOHN D. JOPLING*
CARL B. SCHWAIT*
ELLEN R. GERSHOW†
KAREN K. SPECIE**
MIRIAM CRUZ-BUSTILLO

DAVID A. CORNELL
DAVID M. DELANEY

* BOARD CERTIFIED CIVIL TRIAL LAWYER
** ALSO MEMBER OF NEW YORK BAR
† BOARD CERTIFIED IN WILLS, TRUSTS & ESTATES

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*****70.00 *****70.00

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

Re: ALBERT MORGAN, M.D., P.A.

Dear Sir or Madam:

Enclosed herewith are the original Articles of Incorporation for the captioned corporation, and a check in the amount of \$70.00 made to the order of the Secretary of State, which covers the filing fee of \$35.00 and \$35.00 for the Registered Agent Designation. I have also enclosed a copy of the Articles to be stamped and returned to us showing the filing date.

Please send the receipt acknowledging filing to the undersigned.

Sincerely,

Denise Block, Secretary to
Ellen R. Gershow

Enclosures

P. Hall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALBERT MORGAN, M.D., P.A.**

ARTICLE I - NAME

The name of this corporation is: ALBERT MORGAN, M.D., P.A.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The nature of the business to be transacted by this professional service corporation and the purpose hereof is to render professional medical services to the general public and to do all things in connection therewith that is customarily done by licensed physicians under the laws of Florida, and in accordance with "The Professional Service Corporation Act," Chapter 621 of the Laws of Florida, to invest its funds in real estate, mortgages, stocks, bonds, or other types of investments. The corporation may own real or personal property necessary for the rendering of professional services. The corporation shall not engage in any business other than the practice of medicine.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock which this corporation shall be authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 22 N.W. 101st Court, Gainesville, Florida 32607; and the name of the initial registered agent of this corporation at that address is: ALBERT MORGAN, M.D.

ARTICLE VII - PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 22 N.W. 101st Court, Gainesville, Florida 32607, which is the initial registered office of the corporation and the mailing address is 22 N.W. 101st Court, Gainesville, Florida 32607.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The method of election of directors shall be stated in the By-Laws. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ALBERT MORGAN, M.D.	22 N.W. 101 st Court Gainesville, Florida 32607

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

NAME

ADDRESS

ALBERT MORGAN, M.D.

22 N.W. 101st Court
Gainesville, Florida 32607

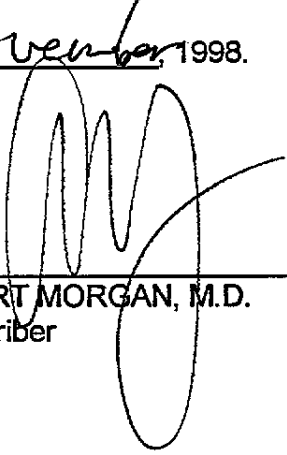
ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 23 day of November, 1998.



ALBERT MORGAN, M.D.
Subscriber

(SEAL)

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 23rd day of November, 1998 by ALBERT MORGAN, M.D.



Nancy L. Webb
MY COMMISSION # CC665201 EXPIRES
September 21, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Nancy L. Webb
Notary Public, State of Florida at Large

Nancy L. Webb
Print, Type or Stamp Commissioned Name
of Notary Public

Personally Known OR Produced Identification

Type of Identification Produced:

- Current Florida Driver's License
- Other _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

I HEREBY ACCEPT appointment as Registered Agent for ALBERT MORGAN, M.D., P.A., on whom process may be served in the State of Florida. I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

DATED this 23 day of November 1998.



ALBERT MORGAN, M.D.
Registered Agent