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FLORIDA PROFIT CORPORATION OR P.A.

JOHN J. RYAN, M.D., P.A.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
John J. Ryan, M.D., P.A.**

The undersigned incorporator is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida and hereby forms a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopts the following articles of incorporation for the corporation:

ARTICLE I

Name

The name of the corporation is: John J. Ryan, M.D., P.A.

ARTICLE II

Principal Office and Initial Registered Agent

The address of the corporation's principal office is 9194 Broad Street, Boca Raton, Florida 33434. The name of the initial registered agent of the corporation, located at that office is John J. Ryan, M.D.

This document prepared by:

Richard L. Katz

Florida Bar No.: 206229

Law Offices Katz & Mestre

370 Minorca Avenue, Suite Six

Coral Gables, Florida 33134

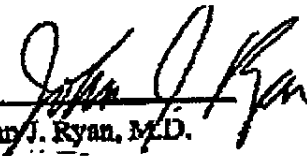
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I HEREBY AGREE to act as Registered Agent for John J. Ryan, M.D., P.A., and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


John J. Ryan, M.D.

ARTICLE III

Duration

The period of the corporation's duration shall be perpetual, that is, until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV

Purpose

The purpose of the corporation is to practice the profession of medicine. The sole and exclusive professional service to be rendered by the corporation is medicine.

ARTICLE V

Capital Stock

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 10,000 shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

ARTICLE VI

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Capitalization

The amount of capital with which the corporation will begin to practice the profession of medicine is not less than \$1,000.00.

ARTICLE VII

Corporate Powers

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida, including, but not limited to, the following:

- a. To engage in the practice of medicine as a professional corporation;
- b. To own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.
- c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through its officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE VII

Incorporators

The name and street address of each person signing these articles of incorporation as an incorporator is:

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Name

Address

John J. Ryan, M.D.

9194 Broad Street
Boca Raton, FL 33434

ARTICLE IX

Directors

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one (1), and the name and address of the initial director is:

John J. Ryan, M.D.

9194 Broad Street
Boca Raton, FL 33434

The initial director shall hold office until his successor is elected and qualified as provided in the bylaws. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X

Bylaws

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three-fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

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ARTICLE XI

Dissolution

The corporation may be dissolved at any time on the affirmative vote of the holders of at least three-fourths of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge, and file this Certificate for the purpose of forming a professional association for profit under the laws of the State of Florida.

Dated: November 16, 1998

John J. Ryan, M.D.
JOHN J. RYAN, M.D.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)

:SS

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared JOHN J. RYAN, M.D., who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Delray Beach, in the said County and State, this 16th day of November, 1998.

Carole Ann Hokrein
NOTARY PUBLIC, State of Florida
at Large
My Commission Expires: 9/21/2001

Notary Public State of Florida
Carole-Ann Hokrein
Commission #CC 681980
Expires Sep 21, 2001
Bonded Thru

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