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CRYSTAL H. RINER
ADMINISTRATOR

EFFECTIVE DATE
1-11-99

January 12, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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****122.50 *****78.75

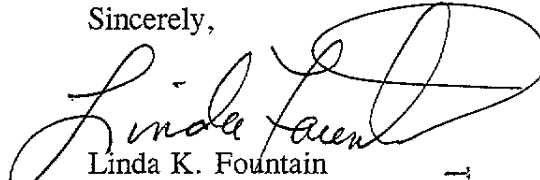
Re: CHARLES H. SHAW, M.D., P.A.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$122.50 to cover the filing fee and certified copy.

Thank you for your courtesy and cooperation in this regard.

Sincerely,


Linda K. Fountain
Legal Assistant

/lkf
Enclosures

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FILED
99 JAN 14 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

OF

CHARLES H. SHAW, M.D., P.A.

EFFECTIVE DATE
1-11-99

FILED
99 JAN 14 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

Article I

Name

Section 1.1. Name. The name of this professional corporation is Charles H. Shaw, M.D., P.A. and the address is 6820 N.W. 11th Place, Gainesville, Florida 32605.

Article II

Duration

Section 2.1. Duration. This professional corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Purpose

Section 3.1. Purposes. This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice medicine herein.

This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

Article IV **Capital Stock**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having one-tenth of one cent (\$.001) par value per share. No person other than one licensed to practice medicine in the State of Florida shall be a shareholder of this professional corporation.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article V **Initial Registered Office and Agent**

Section 5.1. Name and Address. The street address of the initial registered office of this professional corporation is 6820 N.W. 11th Place, Gainesville, Florida 32605, and the name of the initial registered agent of this corporation at that address is Charles H. Shaw, M.D.

Article VI **Directors**

Section 6.1. Number. This professional corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time according to the bylaws. The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The name and street address of the first Board of Directors of this professional corporation, who is licensed to practice medicine in the State of Florida, is:

<u>Name</u>	<u>Address</u>
Charles H. Shaw, M.D.	6820 N.W. 11th Place Gainesville, Florida 32605

Section 6.3. Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this

professional corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this professional corporation, who is licensed to practice medicine in the State of Florida, is Charles H. Shaw, M.D., 6820 N.W. 11th Place, Gainesville, Florida 32605.

Article IX

Amendment

Section 9.1. Amendment. This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy-five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

Article X

Dissolution

Section 10.1. Dissolution. The corporation may be dissolved at any time on the affirmative vote of at least seventy-five (75%) percent of the Board of Directors. On dissolution, the corporation's property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 11 day
of January, 1999.

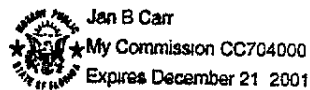
Charles H. Shaw
CHARLES H. SHAW, M.D.

STATE OF FLORIDA)
) ss:
COUNTY OF Alachua)

The foregoing instrument was acknowledged before me by Charles H. Shaw, M.D. this
11th day of January, 1999.

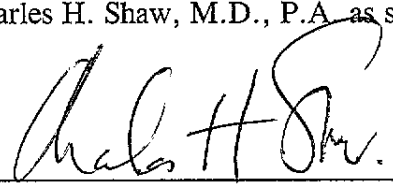
Jan B. Carr
Notary Public
State of Florida at Large

My Commission Expires:



ACCEPTANCE

I hereby agree to act as registered agent for Charles H. Shaw, M.D., P.A. as stated in the Articles of Incorporation of said Corporation.



Signature

FILED
99 JAN 14 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA