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Alexandra R. Haught

Attorney at Law

P.O. Box 5826

Destin, Florida 32540

Tel: (850) 650-7555

Email: destin@nuc.net

Fax: (850) 650-6486

January 18, 1999

Secretary of State
Divisions of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-01/29/99--01104--007
****122.50 *****78.75

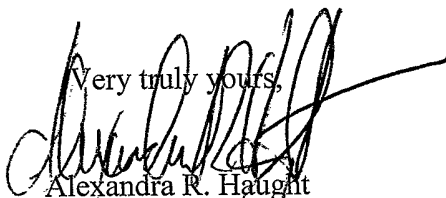
RE: Tara L. Gonzales, M.D., P.A.

Dear Sir or Madam:

Enclosed is one original and a copy of the Articles of Incorporation for "Tara L. Gonzales, M.D., P.A." Please file the original and forward the file stamped copy, along with a certificate of incorporation back to the address listed above. Also enclosed is a check in the amount of \$122.50 representing the fees for the filing and the certificate.

Should you have any questions, please feel free to call. Thank you for your assistance in this matter.

Very truly yours,


Alexandra R. Haught
Attorney at Law

Enc.

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99 JAN 29 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TARA L. GONZALES, M.D., P.A.**

The undersigned subscriber, being the sole incorporator of these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

**ARTICLE I
NAME**

The name of this corporation is TARA L. GONZALES, M.D., P.A.

**ARTICLE II
DURATION**

This corporation shall exist perpetually.

**ARTICLE III
CORPORATE PURPOSE AND POWERS**

This corporation is organized for the purpose of conducting the practice of medicine specializing in pediatrics. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the corporation.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 66 Indigo Loop South, Destin, FL 32541 and the name of the initial registered agent at that address is ALEXANDRA R. HAUGHT.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is one. The names and addresses of the persons who are to serve as the initial Board of Directors are:

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TALLAHASSEE, FLORIDA

Tara L. Gonzales, M.D.
5860 E. Bay Blvd.
Gulf Breeze, FL 32561

ARTICLE VII
INITIAL INCORPORATORS

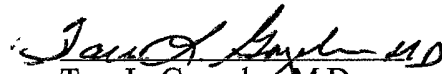
The name and address of the initial incorporator of this corporation is as follows:

Tara L. Gonzales, M.D.
5860 E. Bay Blvd.
Gulf Breeze, FL 32561

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

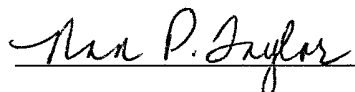
IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, has hereunto set her hand and seal on this the 21 day of January, 1999, for the purpose of forming a corporation to do business both within and without the State of Florida and does make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.


Tara L. Gonzales, M.D.
Incorporator

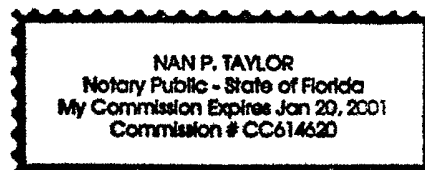
STATE OF FLORIDA
COUNTY OF Florida

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared TARA L. GONZALES, M.D. who has produced a valid driver's license as the individual described in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 21 day of January, 1999.



NOTARY PUBLIC
My Commission Expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.


1. The name of the corporation is TARA L. GONZALES, M.D., P.A.
2. The address of the registered office is 66 Indigo Loop South, Destin, FL 32541.
3. The name of the registered agent at the registered office is ALEXANDRA R. HAUGHT.

Dated: 1-21, 1999.


TARA L. GONZALES, M.D.
Incorporator

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 1/27, 1999.


ALEXANDRA R. HAUGHT
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA