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ACCOUNT NO. : 072100000032

REFERENCE : 133381 4352702

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : February 12, 1999

ORDER TIME : 10:17 AM

ORDER NO. : 133381-005

800002773708--1

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis  
WILLIAMS PARKER HARRISON DIETZ  
WILLIAMS PARKER HARRISON DIETZ  
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: U.S. 41 OF SARASOTA, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 12 PM 3:10

RECEIVED  
99 FEB 12 AM 11:28  
DIVISION OF CORPORATION  
*g f c*

EFFECTIVE DATE  
2/11/99  
ARTICLES OF INCORPORATION  
OF  
U.S. 41 OF SARASOTA, P.A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 12 PM 3:10

These Articles of Incorporation are signed by the incorporator for the purpose of forming a professional service corporation under and, in all respects, in compliance with the Florida Business Corporation Act, Chapter 607, Florida Statutes, and the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes.

1. Name. The name of the Corporation is:

U.S. 41 of Sarasota, P.A.

2. Purpose. The purposes for which this corporation is organized are as follows:

To acquire, establish, own, maintain, manage, operate, conduct, carry on and engage in the practice of medicine, and to make any and all investments and/or own any and all property in the United States or elsewhere authorized or permitted by Chapter 621, Florida Statutes.

In the course or furtherance of such practice of medicine, to invest funds in real estate, mortgages, stocks, bonds or any other investments of any conceivable type whatsoever, and to own any real or personal property necessary or incidental to such practice of medicine.

In general, to do and perform any and all acts and things whatsoever which may be or become necessary, desirable, proper, convenient, connected with or related or incident to the foregoing purposes or powers but which are not forbidden by the laws of the State of Florida; provided, however, that this corporation shall not do any act or thing in conflict with any laws of the State of Florida applicable to the practice of medicine.

3. Principal Office. The principal office and mailing address of the Corporation is:

1360 East Venice Avenue  
Venice, Florida 34292

4. Authorized Shares. The Corporation is authorized to issue 7,500 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Jeffery A. Boone, Esquire  
1001 Avenida Del Circo  
Venice, Florida 34285

6. Initial Board of Directors. The initial board of directors of the corporation shall be elected by the Incorporator at the first meeting of the Incorporator.

7. Incorporator. The name and address of the incorporator of the Corporation is:

James L. Turner, Esquire  
200 S. Orange Avenue  
Sarasota, FL 34236

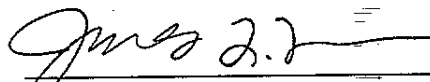
8. Bylaws. The initial bylaws of the Corporation shall be adopted by the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

9. Effective Date. The existence of the Corporation shall commence on February 11, 1999, and shall be perpetual.

10. Amendment. This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

11. Restriction. No shares of this corporation shall be issued except to an individual, a professional corporation, or a professional limited liability company who or which is duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11<sup>th</sup> day of February, 1999.

  
James L. Turner  
Incorporator

**CERTIFICATE OF  
DESIGNATION OF REGISTERED AGENT OF  
U.S. 41 OF SARASOTA, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 12 PM 3:10

Pursuant to 607.0501, Florida statutes, U.S. 41 of Sarasota, P.A., desiring to organize under the laws of the State of Florida, has named Jeffery A. Boone, Esquire, located at 1001 Avenida Del Circo, Venice, Florida 34285, as its initial registered agent and agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for U.S. 41 of Sarasota, P.A. at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATE: 10 FEB 99

  
Jeffery A. Boone

LAF-345306