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PEYTON LAW FIRM, P.A.

7317 Little Road
New Port Richey, FL 34654
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MEMORANDUM

To: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

From: Donald R. Peyton
Matter: **REYNALDO LIM, M.D., P.A.**
Date: March 26, 1999

FILED
99 MAR 29 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed are an original and one (1) copy of the articles of incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$78.75 for the filing fee and certificate.

Please send the certificate and a file stamped copy of the articles to me at the address shown at the top of this memorandum.

If there is any problem with this matter, please call me. Your cooperation and assistance will be greatly appreciated.

Enc.

SHARON

APR - 1 1999

ARTICLES OF INCORPORATION

FOR

A PROFESSIONAL ASSOCIATION

FILED
99 MAR 29 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be REYNALDO LIM, M.D., P.A.

ARTICLE II
PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of medicine and all its fields of specializations, as are engaged in by REYNALDO LIM, M.D., P.A.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of

Florida.

ARTICLE III
CAPITAL STOCK

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at One Dollar (\$1.00) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV
DURATION

The corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT

The address of this corporation's initial registered office is 6545 Ridge Rd., Port Richey, FL 34668, and the name of its initial registered agent at said address is REYNALDO LIM, M.D. The Principal Address and the Registered Office address are the same.

ARTICLE VI
INCORPORATION

The name and address of the Incorporator are as follows: REYNALDO LIM, M.D., 6545 Ridge Rd., Port Richey, FL 34668.

ARTICLE VII
BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are: REYNALDO LIM, M.D., 6545 Ridge Rd., Port Richey, FL 34668.

ARTICLE VIII
INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X
INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI
INDEMNIFICATION

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

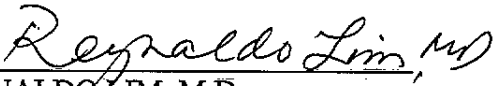
ARTICLE XII
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

ARTICLE XII
EFFECTIVE DATE

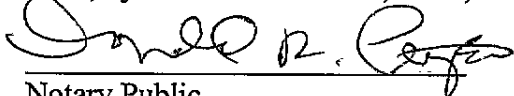
This Professional Association shall be effective as of filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this March 23, 1999.


REYNALDO LIM, M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me, a Notary Public, this March 23, 1999, by REYNALDO LIM, M.D., who produced his Florida driver's license as identification.


Notary Public

DONALD R. PEYTON
Notary Public, State of Florida
My Comm. Exp. 03-17-2002
Comm. No. CC722067

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: REYNALDO LIM, M.D., P.A.
2. The name and address of the registered agent and office are: REYNALDO LIM, M.D., 6545 Ridge Rd., Port Richey, FL 34668.

SIGNATURE: Reynaldo Lim, MD
REYNALDO LIM, M.D.

TITLE: President

DATE: March 25, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE ON BEHALF OF THE ABOVE STATED CORPORATION 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.

SIGNATURE: Reynaldo Lim, MD
REYNALDO LIM, M.D.

DATE: March 25, 1999

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA