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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

GentleCare Ob/Gyn, P.A.

Certificate of Status	0
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B. McKnight APR 01 1999

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ARTICLES OF INCORPORATION

OF

GentleCare Ob/Gyn, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a person duly licensed to practice medicine under the laws of the State of Florida does hereby form a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is GentleCare Ob/Gyn, P.A.

ARTICLE II

Principal Office/Mailing Address

The street address of the principal office/ mailing address of the Corporation is c/o DAVID M. BOGGS, 400 North Tampa Street, Park Tower, Suite 2300, Tampa, Florida 33602.

ARTICLE III

Commencement of Corporate Existence

The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV

Business and Powers

The general nature of the business and other activities to be transacted by this Corporation are:

A. To engage in every phase and aspect of rendering to the public the same professional services as one duly licensed to practice medicine under the laws of the State of Florida is authorized to render; provided, however, that such professional services shall be rendered only

NAME: DAVID M. BOGGS

ADDRESS: 400 North Tampa Street, Suite 2300
Tampa, Florida 33602

TELEPHONE NO.: 813-273-4200

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through those corporate officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services in the State of Florida; provided further, however, that nothing herein contained shall be deemed to prevent the Corporation from employing unlicensed persons in capacities in which they are not rendering such professional services to the public in the course of their employment.

B. To engage in any other activity not specifically prohibited to corporations organized under the Florida Professional Service Corporation Act.

C. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by law or by these Articles of Incorporation.

ARTICLE V Authorized Shares

A. Issuance of Shares. The Corporation shall have authority to issue 10,000 shares of capital stock, all of which shares shall be common shares of the par value of \$0.10 per share and each of which shall have the same rights and privileges except that 5,000 of such shares shall be voting common and the other 5,000 shares shall be non-voting common. Each of the voting common shares shall entitle the holder thereof, to one vote at any shareholders' meeting, and all of the common shares, both voting and non-voting, shall participate equally in the assets of the Corporation.

B. Consideration for Shares. Shares of stock of the Corporation may be issued for such consideration, including lawful money of the United States of America, property, labor or services, as shall be fixed from time to time by the Board of Directors; provided, however, that such consideration shall have a value at least equal to the full par value of the shares being issued.

C. Restriction on Shares. Shares of stock of the Corporation may only be issued to a person who is licensed to practice medicine in the State of Florida. No shareholder of the Corporation may sell or transfer his shares of stock therein except to another individual who is (i) licensed to practice medicine in the State of Florida and (ii) employed by the Corporation. Each certificate representing shares of the Corporation shall disclose these restrictions by appropriate endorsement.

D. Voting of Shares. Voting common shares in the Corporation shall be voted only

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personally and directly by the holder of record. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement which purports to vest another person with the authority to exercise the voting power of any or all of his shares. A shareholder (i) not employed by the Corporation, (ii) legally disqualified to practice medicine in the State of Florida or (iii) who accepts employment that, pursuant to then existing law, places restrictions or limitations upon his continued rendering of professional services contemplated by the practice of medicine or the personal representative of a deceased shareholder, shall not, at any time, participate in or vote upon any matter presented to any meeting of the shareholders of the Corporation. Each certificate representing shares of the Corporation shall disclose these restrictions by appropriate endorsement.

ARTICLE VI

Professional Service Corporation Requirements

Anything herein contained to the contrary notwithstanding, the Corporation shall not engage in the practice of medicine in the State of Florida unless it is in compliance with all applicable provisions of the Florida Statutes governing the practice of medicine through a professional service corporation:

(a) Each shareholder of the Corporation must be licensed as a medical doctor in some state and must be principally engaged in the business of the Corporation;

(b) The principal officer of the Corporation and any officer or director having authority over the practice of medicine by the Corporation must be a licensed medical doctor in some state; and

(c) At least one shareholder of the Corporation, and each shareholder, director, and officer domiciled in the State of Florida having authority over the practice of medicine by the Corporation, must be a medical doctor and hold an active license in the State of Florida.

ARTICLE VII

Existence

The Corporation shall have perpetual existence unless dissolved according to law.

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ARTICLE VIII
Preemptive Right

The shareholders shall not have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

ARTICLE IX
Initial Registered Office

The street address of the initial registered office of the Corporation is 400 North Tampa Street, Park Tower, Suite 2300, Tampa, Florida 33602, and the name of the initial registered agent at that address DAVID M. BOGGS.

ARTICLE X
Board of Directors

A. Number and Term. The Board of Directors shall be composed of no less than two (2) members who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

B. Powers and Duties. Included among the power and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also

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be directors;

(4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue;

(5) determining the persons who will be accepted as patients of the Corporation; and

(6) determining the fees, or the procedure for establishing the fees, to be charged by the Corporation.

ARTICLE XI

Officers

A. The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

ARTICLE XII

Conflict of Interest

No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any of this Corporation's directors are interested in, or are directors or officers of such other corporation, and no contract or other transaction between the Corporation and any other person or firm shall be affected or invalidated by the fact that any of this Corporation's directors are a party to, or are parties to, or interested in such contract or transactions; provided that in each such case the nature and extent of the interest of such directors in such contract or other transactions or the fact that such directors are directors or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

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ARTICLE XIII
Incorporator

The name and street address of the person signing these Articles is:

DAVID M. BOGGS, ESQ.
400 North Tampa Street
Park Tower, Suite 2300
Tampa, Florida 33602

ARTICLE XIV
Indemnification

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida. =

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its shareholders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

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ARTICLE XV
Miscellaneous

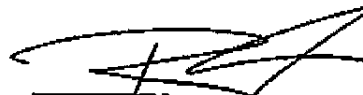
A. Other Offices, Agencies and Branches.

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings.

Meetings of the shareholders and directors of this Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of March, 1999.




DAVID M. BOGGS, as Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of GentleCare Ob/Gyn, P.A. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of the Florida Statutes relating to the proper and complete performance of the duties of Registered Agent, and the undersigned acknowledges being familiar with, and accepts, the obligations of that position.



DAVID M. BOGGS
Registered Agent
400 North Tampa Street
Park Tower, Suite 2300
Tampa, Florida 33602
(813) 273-4200

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