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HANKS AND FROST, P.A.
LAWYERS

Tom Frost
Member of the Florida & Michigan Bars
Mark Hanks
Member of the Florida & Missouri Bars

The Bay West Center
7901 Fourth Street North, Suite 315
St. Petersburg, FL 33702
Tele: (727) 578-8529/Fax: 579-0539

April 7, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED
DIVISION OF CORPORATIONS
99 APR -9 PM 10:25

Re: Parmanand Gurnani, M.D., P.A.

To whom it may concern:

Enclosed are original Articles of Incorporation and Designation of Registered Agent, along with a check in the amount of \$122.50. Kindly file the Articles and return a certified copy to my office.

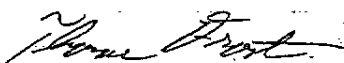
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Feel free to call with any questions.

-04/09/99--01066--013

****122.50 *****78.75

Sincerely,



Thomas Frost
TMF;kd
Enclosures

ARTICLES OF INCORPORATION
OF
A PROFESSIONAL CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 APR -9 PM 10:25

The undersigned, all of whom are duly licensed to practice medicine in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporations:

ARTICLE ONE

The name of the Corporation shall be Parmanand Gurnani, M.D., P.A.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

The location and address of the Corporation's initial registered office in Florida is 2525 East Gulf to Lake Highway, Inverness, Florida 34453, Citrus County. The initial registered agent at the registered office is Parmanand Gurnani.

ARTICLE THREE

The principal place of business and mailing address of the Corporation shall be 2525 East Gulf to Lake Highway, Inverness, Florida 34453.

ARTICLE FOUR

The purpose for which the Corporation is organized shall be to engage in the practice of medicine within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

ARTICLE FIVE

The term of existence of the Corporation is perpetual.

ARTICLE SIX

The names and post office addresses of the incorporators are:

Parmanand Gurnani, M.D.
2525 East Gulf to Lake Highway
Inverness, Florida 34453
352-726-3950

ARTICLE SEVEN

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.

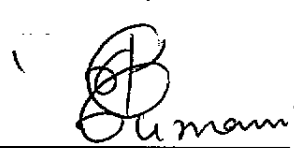
ARTICLE EIGHT

The number of shares of stock that the Corporation is authorized to issue is 1,000.

ARTICLE NINE

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on March 10, 1999.



Incorporator

Having been named as registered agent and to accept service of process for 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 am familiar with and accept the obligations of my position as registered agent.

Dated this 10th day of March, 1999.



Registered Agent

PA 111: 111-00
SECRETARY OF STATE
09 APR -9 PM 10:25