

MJC

MICHAEL J. COOPER
ATTORNEY AT LAW

321 N.W. 3RD AVENUE • OCALA, FLORIDA 34475 • TELEPHONE 352-732-4500 • FAX 352-351-3859

April 9, 1999

P99000034280

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

900002836313--1
-04/12/99-01103-016
*****78.75 *****78.75

RE: *Michael K. Riley, M.D. P.A.*

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above referenced corporation (including designation of Resident Agent) together with a check payable to your order in the amount of \$78.75 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	8.75
Filing fee for Certificate of Registered Agent	35.00
TOTAL:	\$ 78.75

Please return the certified copy of the Charter to me.

Thank you for your cooperation in this matter.

Sincerely yours,

Michael J. Cooper
MJC/slw
Enclosures

xc: *Michael K. Riley*
CAZ\CLIENTS\REILLY.PARRW

FILED
99 APR 12 PM 2:23
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MICHAEL K. RILEY, M.D. P.A.

FILED
99 APR 12 PM 2:23
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is MICHAEL K. RILEY, M.D. P.A. with a mailing address of 2300 Southeast 17th Street, Suite 500, Ocala, Florida 34471.

ARTICLE II

COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III

PURPOSE AND SPECIFIC NATURE OF BUSINESS

The general purposes and specific nature of business for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under Florida Statutes, Chapter 621, and, specifically, for orthopaedic surgeon.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is: 2300 Southeast 17th Street, Suite 500, Ocala, Florida 34471. The name of its initial Registered Agent is MICHAEL K. RILEY, Attorney at Law, whose address is: 2300 Southeast 17th Street, Suite 500, Ocala, Florida 34471.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director(s) is/are:

MICHAEL K. RILEY, 2300 Southeast 17th Street, Suite 500, Ocala, Florida 34471

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is: MICHAEL K. RILEY, 2300 Southeast 17th Street, Suite 500, Ocala, Florida 34471.

ARTICLE VIII

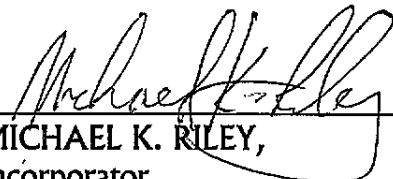
This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

ARTICLE IX

PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 4/9/99 day of _____, 1999.


MICHAEL K. RILEY,
Incorporator

ACCEPTANCE

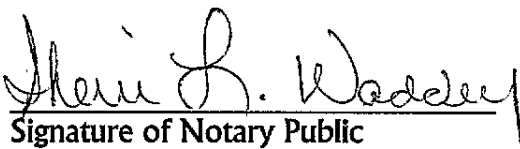
I, MICHAEL K. RILEY, accept the office of Registered Agent. I am located at 2300 Southeast 17th Street, Suite 500, Ocala, Florida 34471. The principal office of this corporation is 2300 Southeast 17th Street, Suite 500, Ocala, Florida 34471.


MICHAEL K. RILEY,
Registered Agent

STATE OF FLORIDA)
COUNTY OF MARION)

The foregoing instrument was acknowledged before me this 9th day of April, 1999, by MICHAEL K. RILEY, as Incorporator and MICHAEL K. RILEY, as Registered Agent, who:

- A) X is/are personally known to me OR
X who has/have produced _____ a driver's license OR
_____ other identification: _____
_____ as identification; and
- B) X did OR
_____ did not take an oath.


Signature of Notary Public
SHERRI L. WADDEY
Printed name of Notary Public

(SEAL/EXPIRATION DATE)

