

ATTORNEYS AT LAW

REPLY To:

R. BRUCE ANDERSON
TASHA O. BUFORD
DANIEL H. COX
DAVID P. HOPSTETTER*
C. LAURENCE KEESEY
KENZA VAN ASSENDERP
GEORGE L. VARNADOE
ROY C. YOUNG

4 May 1999

*BOARD CERTIFIED REAL ESTATE LAWYER

DAVID B. ERWIN
OF COUNSEL

Division of Corporations Secretary of State of Florida Tallahassee, Florida, 32301

Dear Sir or Madam:

GALLIE'S HALL

225 SOUTH ADAMS STREET, SUITE 200

POST OFFICE BOX 1833

TALLAHASSEE, FLORIDA 32302-1833

TELEPHONE (850) 222-7206

TELECOPIER (850) 561-6834

SUNTRUST BUILDING

801 LAUREL OAK DRIVE, SUITE 300

POST OFFICE BOX 7907

NAPLES, FLORIDA 34101-7907

TELEPHONE (941) 597-2814

TELECOPIER (941) 597-1060

300002867423--S -05/07/99--01092--003 *****78.75 *****78.75

Enclosed please find a check in the amount of \$78.75 which amount includes:

Filing Fees for Articles of Incorporation	\$ 35.00
Registered Agent Designation	\$ 35.00
Certificate of Status (after acceptance)	\$ 8.75

\$ 78.75

for the professional services corporation, "John L. Franklin, M.D., P.A."

Thank you for your prompt attention.

Sincerely,

-

Timothy S. Franklin

F:\USERS\T.S.F\JohnFrankPA.ltrwaoi.050599.wpd

95 :11 # 7- YAN 99

BECEINED

US/7

ARTICLES OF INCORPORATION

of

"John L. Franklin, M.D., P.A."

The undersigned, acting as incorporator of a Professional Services Corporation under Chapters 607 & 621 of Florida Statutes, hereby adopts the following Articles of Incorporation of such Corporation:

ARTICLE I

The name of the Corporation shall be:

John L. Franklin, M.D., P.A.

The address of the principal office of this Corporation shall be: 545 Pocahantas Drive, Fort Walton Beach, Florida 32547, and the mailing address of the Corporation shall be the same.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The specific purpose for which the Corporation is organized is to engage in providing professional medical services to the public and all lawful business activity related thereto.

ARTICLE IV

The Corporation shall be authorized to issue 100 shares of common stock, all of one class, with a par value of \$1.00 per share.

ARTICLE V

The street address of the initial registered office of the Corporation shall be: c/o Young, van

Assenderp & Varnadoe, P.A., 225 South Adams Street, Suite 200, Tallahassee, Florida 32301; and, the name of the initial registered agent at that address shall be: Timothy S. Franklin. The Designation of Registered Agent is attached hereto and made a part hereof by reference.

ARTICLE VI

The name and street address of the incorporator to these Articles of Incorporation are:

John L. Franklin, M.D. 545 Pocahantas Drive Fort Walton Beach, FL 32547

ARTICLE VII

The Board of Directors shall have the authority to adopt and periodically amend the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, by and through his attorney-in-fact, has made and subscribed to these Articles of Incorporation at Tallahassee, Florida, on day of May, 1999.

Kenza Var Assenderp, as attorney-in-fact for, John L. Franklin, M.D.

STATE OF FLORIDA COUNTY OF LEON

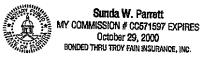
SUBSCRIBED AND SWORN to before me, this 4th da

_day of May, 1999.

Notary Public

My Commission Expires:

Personally known _____ OR Produced Identification ____ Type of Identification ____



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

TIMOTHY S. FRANKLIN, an individual residing in this state having a business office located at 225 S. Adams Street, Tallahassee, FL. 32301, and having been designated as the Registered Agent in the Articles of Incorporation of John L. Franklin, M.D., P.A., is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes and agrees to comply with the provisions of all statutes relating to the proper and complete performance of duties of a Registered Agent.

Timothy S. Franklin, Registered Agent.

F:\USERS\T.S.F\JohnFrankPA.aoi.050399.wpd

99 MAY -7 PM 2: 04
SECRETARY OF STATE.
TALLAHASSY OF STATE