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NANCY G. FARAGE

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ATTORNEY AT LAW

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TAMPA, FLORIDA 33672

April 30, 1999

BY OVERNIGHT DELIVERY  
Division of Corporations  
Department of State  
The Capitol  
409 East Gaines Street  
Tallahassee, FL 32399

EFFECTIVE DATE  
4-30-99

000002862530--9  
-05/04/99-D1035-008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation of Oxford Medical Clinics  
of Fort Myers, Inc.

Gentlemen:

Enclosed please find two (2) originals of the (a) Articles of Incorporation, and (b) Certificate of Designation Registered Agent/Registered Office, both regarding Oxford Medical Clinics of Fort Myers, Inc. Please file the original Articles and Certificate and return a certified copy to me.

Also enclosed is a check in the amount of \$78.75, representing the filing fee of \$35.00, registered agent designation fee of \$35.00, and certified copy fee of \$8.75.

Thank you for your assistance and cooperation in this matter. Should you have any questions regarding the enclosed documents, please do not hesitate to contact me.

Sincerely yours,



NANCY G. FARAGE

NGF:llv  
Enclosures

RECEIVED  
TALLAHASSEE FLORIDA

99 MAY -4 AM 9:07

FILED

B. BROOK MAY 1 1999

ARTICLES OF INCORPORATION  
OF  
OXFORD MEDICAL CLINICS OF FORT MYERS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I  
NAME OF CORPORATION

EFFECTIVE DATE  
4-30-99

The name of the corporation shall be:

OXFORD MEDICAL CLINICS OF FORT MYERS, INC.

ARTICLE II  
NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares having a par value of One Dollars (\$1.00) per share.

ARTICLE IV  
TERM OF EXISTENCE

The existence of this corporation shall commence on April 30, 1999, and this corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 4710 Manatee Avenue West, Bradenton, Florida 34209, and the name of the initial registered agent of this corporation at that address is Gary Smith.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

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

<u>Name</u>	<u>Address</u>
Gary Smith	4710 Manatee Avenue West Bradenton, FL 34209

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gary Smith	4710 Manatee Avenue West Bradenton, FL 34209

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates

to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

**ARTICLE IX**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 30<sup>th</sup> day of April, 1999.



Gary Smith

STATE OF FLORIDA

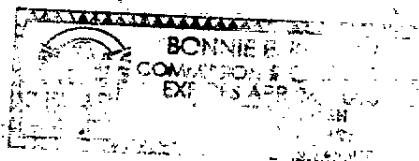
COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Gary Smith, who is personally known to me, who did take an oath, and who

is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 30<sup>th</sup> day of April, 1999.

Bonnie E. Kinlaw  
NOTARY PUBLIC  
Print Name: Bonnie E. Kinlaw  
My commission expires:




**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.


1. The name of the corporation is: Oxford Medical Clinics of  
Fort Myers, Inc.

2. The name and address of the registered agent and office is:

Gary Smith  
(NAME)  
4710 Manatee Avenue West  
(P.O. BOX NOT ACCEPTABLE)  
Bradenton, FL 34209  
(CITY/STATE/ZIP)

SIGNATURE   
Gary Smith  
TITLE President  
DATE 4/30/99

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 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   
Gary Smith  
DATE 4/30/99

REGISTERED AGENT FILING FEE: \$35.00

99 MAY -4 AM 9:07  
TALLAHASSEE, FLORIDA