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June 16, 1999

Bureau of Corporate Records
Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

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-06/23/99--01023--007
122.50 **78.75

RE: Ambulatory Consulting
Expertise, Inc.


Gentlemen:

Enclosed are the original and one copy of the Articles of
Incorporation for the above-named corporation, along with our
check in the amount of \$122.50, which represents the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	\$122.50

Please file the original and return the certified copy to the
above address. Thank you for your attention and cooperation.

Very truly yours,


Susan L. VanHaaren
Legal Assistant

/slv
Enclosures

FILED
1999 JUN 23 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

AMBULATORY CONSULTING EXPERTISE, INC.

The undersigned, acting as incorporator of this corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLES I. NAME

The name of this corporation is AMBULATORY CONSULTING EXPERTISE, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually commencing on the date of the filing of these Articles.

ARTICLE III. MAILING ADDRESS OF BUSINESS

The mailing address for this corporation will be:

8179 Eagles Park Drive North
St. Petersburg, FL 33709

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and State of Florida and may do all things necessary or convenient to carry out its business and affairs.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 1,000 common shares of \$1.00 par value.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI. PREEMPTIVE RIGHTS GRANTED

Every shareholder shall have the preemptive right to purchase his or her prorata share of any new capital stock offered for sale of the same kind, class or series as that which he or she already holds.

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation are:

LINDA K. MC SMITH
8179 Eagles Park Drive North
St. Petersburg, FL 33709

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have a Board of Directors consisting of one (1) director. The name and address of the initial director are:

LINDA K. MC SMITH
8179 Eagles Park Drive North
St. Petersburg, FL 33709

The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares held or acquired by the shareholders of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders and this corporation.

ARTICLE X. INCORPORATOR

The name and address of the person signing these Article of Incorporation are:

LINDA K. MC SMITH
8179 Eagles Park Drive North
St. Petersburg, FL 33709

ARTICLE XI. INDEMNIFICATION

This corporation shall indemnify any person acting as a director, officer, employee or agent of the corporation to the full extent permitted by law.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

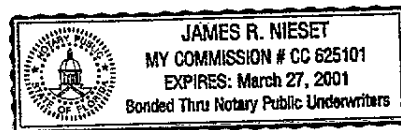
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 16 day of June, 1999.


LINDA K. MC SMITH

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
16 day of June, 1999, by LINDA K. MC SMITH, who is
personally known to me, or who produced N/A
as identification.

James R. Nieset
NOTARY PUBLIC



ACCEPTANCE OF REGISTERED AGENT

I HEREBY AGREE as registered agent to accept service of
process for the above-named corporation and to comply with the
applicable provisions of Florida law relative to office hours and
posting of registered agent names.

Linda K. McSmith
LINDA K. MC SMITH

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