



THE UNITED STATES
CORPORATION
COMPANY

1990006/412

FILED
99 JUL -9 PM 1:36

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 301807 9104A

AUTHORIZATION :

Patricia Project

EFFECTIVE DATE

COST LIMIT : \$ 78.75

7-12-99

ORDER DATE : July 9, 1999

ORDER TIME : 10:42 AM

ORDER NO. : 301807-005

300002927533--3

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
HOLLAND & KNIGHT
HOLLAND & KNIGHT
Suite 1600
200 Central Avenue
Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: EDWARD ZBELLA, M.D., P.A.

EFFECTIVE DATE: 07/12/1999

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

PH
7/9/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL -9 PM 12:05

RECEIVED

ARTICLES OF INCORPORATION

OF

Edward Zbella, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

EFFECTIVE DATE

NAME

7-12-99

The name of this Corporation is Edward Zbella, M.D., P.A.

ARTICLE II.

EFFECTIVE DATE OF ARTICLES

This Corporation shall have perpetual existence commencing July 12, 1999.

ARTICLE III.

NATURE OF PROFESSIONAL BUSINESS

- A. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of medicine and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.
- B. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE IV.

CAPITAL STOCK

- A. This Corporation is authorized to issue 1,000,000 shares of \$.01 par value common stock.
- B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.

- C. Shares of the Corporation's stock and certificates therefor shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE V.

LOSS OF LICENSE;
SEVERANCE AND TERMINATION OF EMPLOYMENT

- A. If any officer, director, shareholder, agent or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this Corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Corporation may be owned by the person as a shareholder.
- B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.
- C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.
- D. However, if a sole shareholder of this Corporation becomes disqualified to render professional services for this Corporation, the Corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the Corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Richard O. Jacobs

Address: Holland & Knight LLP, 200 Central Avenue,
Suite 1600, St. Petersburg, FL 33601

ARTICLE VII.

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name: Richard O. Jacobs

Address: Holland & Knight LLP, 200 Central Avenue,
Suite 1600, St. Petersburg, FL 33601

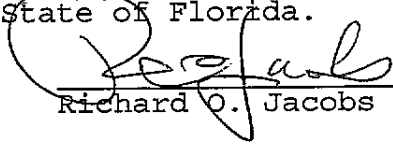
ARTICLE VIII.

PRINCIPAL OFFICE

The principal address of this Corporation is:

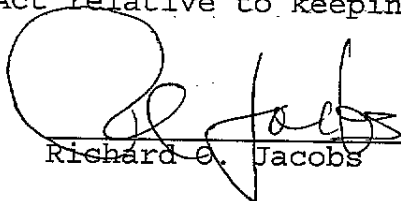
Address: 2454 McMullen Booth Road, Suite 601,
Clearwater, FL 34619

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 8 day of July, 1999, for the purpose of organizing this Corporation under the laws of the State of Florida.


Richard O. Jacobs

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Richard O. Jacobs

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TALLAHASSEE, FLORIDA