



THE UNITED STATES
CORPORATION
COMPANY

P9900063617

99 JUL 16 PM 3: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 309861 4351925

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 16, 1999

ORDER TIME : 12:27 PM

ORDER NO. : 309861-005

CUSTOMER NO: 4351925

CUSTOMER: Ellen Long, Legal Assistant
CONE YONG STEWART & HOUSTON,
CONE YONG STEWART & HOUSTON,
P.O. Box 4550

Jacksonville, FL 32201

500002933995-4
-07/16/99-01093-011
*****78.75 *****78.75

DOMESTIC FILING

NAME: MARK ANTHONY SMITH, M.D.,
P.A.

EFFECTIVE DATE:

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: Janna Wilson

EXAMINER'S INITIALS:

PH 7/16/99

RECEIVED
99 JUL 16 PM 2:28

ARTICLES OF INCORPORATION
OF
MARK ANTHONY SMITH, M.D., P.A.

FILED
99 JUL 16 PM 3: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purposes of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation shall be Mark Anthony Smith, M.D., P.A. The principal office of this corporation shall be 4737 Kernan Mill Lane East, Jacksonville, Florida 32224 and the mailing address of this corporation shall be 4737 Kernan Mill Lane East, Jacksonville, Florida 32224.

ARTICLE II
PURPOSES

The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

1. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by Mark Anthony Smith, M.D., P.A.
2. To engage and render the professional services involved only through its officers, agents and employees who shall be members in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To engage in no other business other than the rendition of the professional services specified herein.
5. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

1. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at One Dollar (\$1.00) per share par value.

2. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

3. Shares of the corporation's stock and certificates shall be issued only to members in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV
DURATION

The corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT

The address of this corporation's initial registered office is 1050 Riverside Avenue, Post Office Box 4550, Jacksonville, Florida 32201 and the name of its initial registered agent at said address is Frank J. Yong.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator is as follows:

Frank J. Yong, 1050 Riverside Avenue, Post Office Box 4550, Jacksonville, Florida 32201

ARTICLE VII
BOARD OF DIRECTORS

The corporation shall not initially have a Board of Directors. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one.

ARTICLE VIII
INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation or account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X
INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI
INDEMNIFICATION

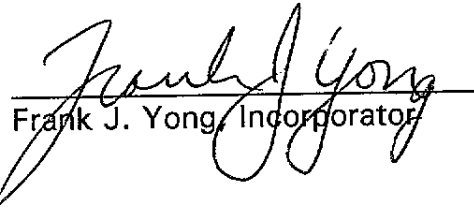
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment

be, in compliance with the laws of Florida governing a Professional Service Corporation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 12th day of July, 1999.


Frank J. Yong, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12th day of July, 1999, by Frank J. Yong, who is personally known to me and who did take an oath.

NOTARY PUBLIC:





Mary Ellen Long
MY COMMISSION # CC755132 EXPIRES
October 27, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

99 JUL 16 PM 3: 13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Compliance with Section 48.091 and 607.0501 of the Florida Statutes, the following is submitted:

1. That Mark Anthony Smith, M.D., P.A., desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, State of Florida, has named Frank J. Yong, 1050 Riverside Avenue, Post Office Box 4550, Jacksonville, Florida 32201, as its Registered Agent to accept service of process within the State of Florida.

DATED: July 12, 1999

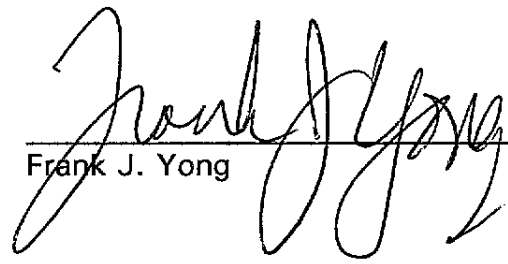
MARK ANTHONY SMITH, M.D., P.A.

BY:


Frank J. Yong, Incorporator

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: July 12, 1999


Frank J. Yong