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KATHLEEN L. CROTTY
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MICHAEL D. CROTTY

July 29, 1999

P 990000070693

Secretary, State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000002947240--4
-08/02/99--01060--016
****122.50 *****78.75

RE: EADS MEDICAL PRACTICE, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named corporation along with a firm check in the amount of \$122.50. After filing, please return a stamped copy of these Amendments to me at the above address.

If you have any questions regarding this matter, please feel free to contact me at the above listed telephone number.

Thank you in advance for your prompt attention to this matter.

Sincerely,

Marita D. Landry
Marita D. Landry, Secretary

/mdl
Enclosures

FILED
99 AUG -2 AM 9:56
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
8-1-99

gfc 8/10

ARTICLES OF INCORPORATION
OF
EADS MEDICAL PRACTICE, Inc.

FILED
99 AUG -2 AM 9:56
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator,, a natural person competent to contract and a doctor of osteopathic medicine, duly licensed to render services as such under the laws of the State of Florida, hereby makes, subscribes to, acknowledges and files these Articles of Incorporation for the purpose of organizing and incorporating a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of the corporation shall be EADS MEDICAL PRACTICE, Inc. hereinafter referred to as the "Corporation." The principal office address of the Corporation shall be 1182 Oceanshore Blvd., Ormond Beach, Florida, 32176.

ARTICLE II - TERM OF EXISTENCE

The time and date on which corporate existence of this Corporation shall begin is 12:01 a.m. (eastern standard time) on August 1, 1999, and the Corporation shall have a continuous and perpetual existence thereafter.

EFFECTIVE DATE
8-1-99

ARTICLE III - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Osteopath duly licensed under the laws of the State of Florida is authorized to render, but such professional services

shall be rendered only through officers, employees and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purpose or objectives of the Corporation.

D. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall be authorized to issue is 100. These shares shall consist of one class only, and such class shall be known as "common stock" of the Corporation. Each share shall have a par value of \$1.00 per share.

ARTICLE V - REGISTERED AGENT

The street address of the initial registered office shall be 501 N. Grandview Ave., Daytona Beach, Florida 32118. The name of the initial Registered Agent shall be Kathleen L. Crotty, Esquire. To signify acceptance of appointment as registered agent, the registered agent named in this Article has signed these Articles of Incorporation as required by law.

ARTICLE VI - BOARD OF DIRECTORS

A. The initial number of Directors of this Corporation shall be one (1).

B. The number of Directors may be increased or diminished from time to time by unanimous consent of the shareholders, but shall never be less than one (1).

C. The name and street address of the initial member of the Board of Directors, to hold office for the first year of existence of this Corporation or until her successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
ELIZABETH EADS	1182 Oceanshore Blvd. Ormond Beach, Fl. 32176

D. Each Director shall be a Doctor of Osteopathy duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator is ELIZABETH EADS, D.O., 1182 Oceanshore Blvd., Ormond Beach, Fl. 32176.

ARTICLE VIII - SHAREHOLDERS

Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Osteopath under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his/her shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his/her shares.

ARTICLE IX - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this Corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell,

transfer, or otherwise dispose of his/her shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the Corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XI - AMENDMENT

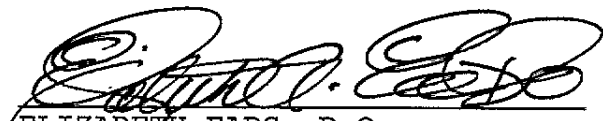
The Corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by unanimous consent of the shareholders entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator who is a natural person competent to contract under the laws of the State of Florida by these presences does hereby execute, acknowledge and cause to be delivered to the Florida Department of State these Articles of Incorporation as of the date and time indicated in

Article II hereof, in accordance with Chapter 621, Florida Statutes, and in accordance therewith the undersigned incorporator does hereby set her hand and seal at Daytona Beach, Volusia County, Florida, this 28 day of July, 1999.


ELIZABETH EADS, D.O.
Incorporator

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities of Registered Agent for the Corporation.


KATHLEEN L. CROTTY, ESQUIRE
Registered Agent

FILED
99 AUG -2 AM 9:56
STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation of EADS MEDICAL PRACTICE, ^{INC.} were acknowledged before me by ELIZABETH EADS, D.O., for the purposes stated therein this 28 day of July, 1999.



Kathleen L. Crotty
MY COMMISSION # CC612994 EXPIRES
January 12, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Kathleen L. Crotty
Notary Public, State of Florida
At Large
My Commission Expires:

✓ Personally known
 Produced identification
 Type of identification produced _____

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation of EADS MEDICAL PRACTICE, ^{INC.} were acknowledged before me by KATHLEEN L. CROTTY, ESQUIRE, for the purposes stated therein this 28th day of July, 1999.



Marita D. Landry
MY COMMISSION # CC606313 EXPIRES
January 5, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Marita D. Landry
Notary Public, State of Florida
At Large
My Commission Expires:

✓ Personally known
 Produced identification
 Type of identification produced _____