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TRANSMITTAL LETTER

Leon
Law
Office

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/09/99--01055--017
*****78.75 *****78.75

SUBJECT: INSTITUTE OF INTERNAL MEDICINE, P.A.

Enclosed is the original and one (1) copy of the Articles of Incorporation; the Certificate of Designation and a check for \$78.75. Please send one Certificate of Status.

FROM: Lisa M. Leon
Leon Law Office
4475 US 1 South, Suite 201
St. Augustine, FL 32086

FILED
99 AUG -9 AM 6:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lisa Marcel Leon
4475 US 1 South
Suite 201
St. Augustine, FL
32086

Phone
904 794-7190

8-16
MS

**ARTICLES OF INCORPORATION
OF
INSTITUTE OF INTERNAL MEDICINE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a professional service corporation under the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation.

Article I NAME

The name of the corporation shall be: INSTITUTE OF INTERNAL MEDICINE, P.A.

Article II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1100 South Ponce de Leon Blvd.
Suite 1100-3A
St. Augustine, Florida 32086

Article III PURPOSE

The specific purpose for which the corporation is organized:

To provide medical services in internal medicine.

Article IV CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding at any one time is:

<u>Number</u>	<u>Class</u>	<u>Par value per share</u>
100	Common	No Par

The preferences, limitations, designation and relative rights of Common Stock are as follows:

- 1) Ratable participation in earnings by way of cumulative dividends when and if declared by the Board of Directors out of legally available funds;
- 2) Ratable voting rights of one vote per share; and
- 3) Ratable participation in net assets after satisfying creditors upon liquidation.

Article V PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

Article VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

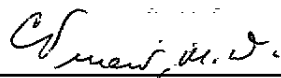
Lisa M. Leon
4475 US 1 South, Suite 201
St. Augustine, FL 32086

Article VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Carmen C. Vivero, M.D.
1100 South Ponce de Leon Blvd.
Suite 1100-3A
St. Augustine, Florida

The undersigned has executed these Articles of Incorporation this 6th day of August, 1999.



Carmen C. Vivero, M.D.

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

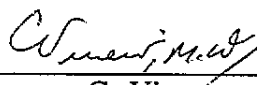
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is INSTITUTE OF INTERNAL MEDICINE, P.A.
2. The name and address of the registered agent and office is:

Lisa M. Leon
4475 US 1 South, Suite 201
St. Augustine, FL 32086

August 6, 1999


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99 AUG -9 AM 6:40
SECRETARY OF STATE
TALLAHASSEE, FL 32399



Carmen C. Vivero
President

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 simultaneously with this designation and agree to act in this capacity. I further agree to comply with the 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 a registered agent.

August 6, 1999



Lisa M. Leon