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THE UNITED STATES CORPORATION COMPANY

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99 AUG 26 PM 1:20

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 354965 7132640

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 78.75

ORDER DATE : August 26, 1999

ORDER TIME : 10:38 AM

ORDER NO. : 354965-005

CUSTOMER NO: 7132640

100002971031-5

CUSTOMER: Amy Lewis Bergen, Esq
BUCHANAN INGERSOLL, P.C.
BUCHANAN INGERSOLL, P.C.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

DOMESTIC FILING

NAME: KEITH THOMPSON, 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: Angie Glisar

EXAMINER'S INITIALS:

PH 8/26/99

RECEIVED
99 AUG 26 AM 11:42
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KEITH THOMPSON, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Professional Service Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I.

NAME

The name of this corporation is KEITH THOMPSON, M.D., P.A.

ARTICLE II.

PURPOSE

This Corporation is organized for the sole and specific purpose of rendering professional medical services; nevertheless, it shall be authorized to transact any or all lawful business as provided by Florida Statutes, Chapter 621, Professional Service Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE III.

PRINCIPAL OFFICE

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

2344 Bee Ridge Road
Suite 104
Sarasota, Florida 34239

ARTICLE IV.

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
100	\$.01	Common

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED OFFICE</u>
R. Andrew Rock, Esquire	c/o Buchanan Ingersoll, P.C. 401 East Jackson Street Suite 2500 Tampa, FL 33602

ARTICLE VI.

DIRECTORS

This corporation shall have no more than five and no less than one director. The initial director of this corporation shall be Keith Thompson, M.D. The directors shall be elected as set forth in the Bylaws.

ARTICLE VII.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to the others.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

R. Andrew Rock, Esquire

ADDRESS

c/o Buchanan Ingersoll, P.C.
401 East Jackson Street
Suite 2500
Tampa, FL 33602

ARTICLE IX.

INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE X
AMENDMENTS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto is reserved to the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of August, 1999.



R. Andrew Rock, Esquire
Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3) F.S: R. ANDREW ROCK IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, F.S.

Dated: August 25, 1999



R. Andrew Rock, Esquire