

TED A. LASSEIGNE, P.A.
ATTORNEY AT LAW

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PA9000080466

August 31, 1999

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****122.50 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32302

Re: Michael G. Degnan, P.A.

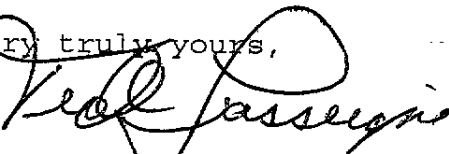
Dear Sir:

Enclosed is Articles of Incorporation, in duplicate, and original Designation of Registered Agent for the above corporation. Also enclosed is my check in the amount of \$122.50 representing the following costs:

\$35.00 - Filing Fee
35.00 - Registered Agent Form
52.50 - Certified Copy.

Please return the certified copy to the undersigned.

Very truly yours,



Ted A. Lasseigne

TAL/ja

Enclosures

FILED
99 SEP -3 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe SEP 10 1999

ARTICLES OF INCORPORATION

OF

MICHAEL G. DEGNAN, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person who is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is MICHAEL G. DEGNAN, P.A.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

a. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.

b. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage

in any lawful business necessary for the rendering of such professional services.

c. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The total number of shares of capital stock which the corporation shall be authorized to issue is 7500 shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of medicine is not less than \$500.00.

ARTICLE VI. PRINCIPAL OFFICE

The initial street address of the corporation's principal office is 500 U.S. Highway 27 North, City of Davenport, County of Polk, State of Florida, 33837 and the mailing address of the

corporation's principal office is 500 U.S. Highway 27 North, Davenport, Florida 33837. The name of the initial registered agent of the corporation, located at such office, is Michael G. Degnan.

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

NAME	ADDRESS
Michael G. Degnan	2612 Crest Drive Haines City, Florida 33844

ARTICLE IX. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the names and addresses of the initial directors are:

NAME	ADDRESS
Michael G. Degnan	2612 Crest Drive Haines City, Florida 33844

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the

term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I the undersigned incorporator of this

corporation, have executed these articles of incorporation at
Haines City, Florida, on the 31st day of August, 1999.

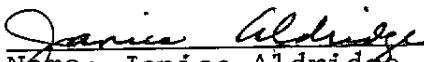

Michael G. Degnan

STATE OF FLORIDA :
COUNTY OF POLK :

BEFORE ME, the undersigned authority, appeared MICHAEL G.
DEGNAN, who is personally known or has produced Florida Driver's
License as identification, and know to be the person described in
and who subscribed the above articles of incorporation, and he did
freely and voluntarily acknowledge before me according to law that
he has made and subscribed the same for the uses and purposes
therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my
official seal, at Haines City, in said County and State this
31st day of August, 1999.

(NOTARY SEAL)


Name: Janice Aldridge
Notary Public
State of Florida at Large

My commission expires:



Janice Aldridge
MY COMMISSION # CC831144 EXPIRES
June 27, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED


In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First - That MICHAEL G. DEGNAN, P.A., desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business at City of Davenport, State of Florida, has named
Michael G. Degnan located at 500 U.S. Highway 27 North, City of
Davenport, State of Florida, as its agent to accept service of
process within Florida.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Corporate Officer

Title President

Date August 31, 1999

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


Registered Agent

Date August 31, 1999