

TRANSMITTAL LETTER

P99000095262

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

SUBJECT: Sarah Willard, M.D., P.A.
(Proposed corporate name - must include suffix)

100003028341--9
-10/28/99--01073--005
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Joseph R. Panzi
Name (Printed or typed)

106 College Ave. Highpoint Center suite 1200
Address

Tallahassee, FL 32301
City, State & Zip

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

29 OCT 28 P1 3: 08

APPROVED
AND
FILED

NOTE: Please provide the original and one copy of the articles.

TS 10/28/99

**ARTICLES OF INCORPORATION
OF
SARAH WILLARD, M.D., P.A.**

The undersigned incorporator, a natural person, desiring to form a corporation for profit pursuant to the Professional Service Corporation and Limited Liability Company Act and other laws of the state of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be SARAH WILLARD, M.D., P.A.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

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 Medicine 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, in addition to the foregoing, 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 purposes 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 maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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APPROVED
AND
FILED

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is % KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON, P.A., 111 North Orange Avenue, Suite 900, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is Joseph R. Panzl, Esq.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Joseph R. Panzl	111 N. Orange Avenue, Suite 900 Orlando, Florida 32801

ARTICLES VII - BOARD OF DIRECTORS

The corporation shall initially have a Board of Directors consisting of one (1) person. The number of Directors may be increased from time to time by a resolution of a majority of the shareholders of the corporation but shall never be less than one (1).

The name and address of the initial director of this corporation are:

Sarah Willard, M.D.	31 West Columbia Street, Suite 2 Orlando, Florida 32806
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ARTICLE VIII - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent, or employee of this corporation rendering professional services to the public on behalf of the corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on such person's continued rendering of such professional services, such person shall forthwith sever all employment with, and all financial interests in, the corporation.

ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE X - PRINCIPAL OFFICE

The principal office of the corporation in the state of Florida is 31 West Columbia Street, Suite 2, Orlando, Florida 32806.

ARTICLE XI - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 27th day of October, 1999.

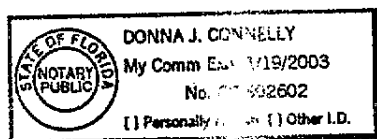


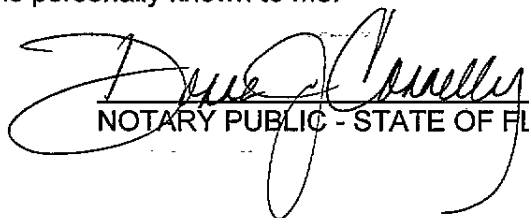
JOSEPH R. PANZL, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 27th day of October, 1999, by JOSEPH R. PANZL, as incorporator, who is personally known to me.

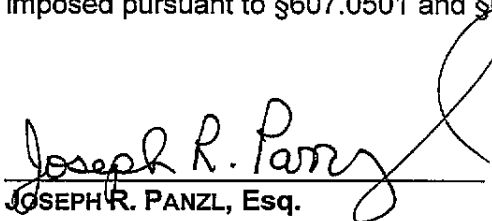




NOTARY PUBLIC - STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned, JOSEPH R. PANZL, ESQ., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.



JOSEPH R. PANZL, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 28 PM 3:08

APPROVED
AND
FILED