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PAUL T. TRINLEY, LL.M. Taxation

* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

EFFECTIVE DATE

1-1-2000

FILED
99 NOV -1 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 27, 1999

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

400003030534--2
-11/01/99-01080--004
*****122.50 *****78.75

Re: Jonathan M. Greer, M.D., P.A.

Dear Sir or Madam:


Enclosed are one (1) original and one (1) copy of Articles of Incorporation and Registered Agent forms for the captioned corporation.

The original is to be filed in your office and the copy is to be certified and returned to this office. Also enclosed is a check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation:	\$ 35.00
Certified copy of Articles of Incorporation:	\$ 52.50
Registered Agent Fee:	\$ <u>35.00</u>
TOTAL	\$ <u>122.50</u>

Please telephone me if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Sincerely,
MAYER & KENNEDY


P. Todd Kennedy

Enclosures
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11-3
we

**ARTICLES OF INCORPORATION
OF
JONATHAN M. GREER, M.D., P.A.**

FILED
99 NOV -1 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Professional Service Corporation Act, Florida Statutes §621.01, et seq., hereby adopts the following Articles of Incorporation:

EFFECTIVE DATE

1-1-2000

ARTICLE ONE

1.01 The name of this corporation is Jonathan M. Greer, M.D., P.A.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The purpose for which the corporation is organized is to practice medicine. Further, the corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as extended to a Florida Professional Service Corporation under Florida Statute §621.13.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 10,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial corporate office of the corporation is 17157 Gulf Pine Circle, Wellington, Florida 33414.

5.02 The name and address of the initial Registered Agent for this corporation to accept service of process within the State of Florida is Jonathan M. Greer, M.D., 17157 Gulf Pine Circle, Wellington, Florida 33414.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is Jonathan M. Greer, M.D., P.A., 17157 Gulf Pine Circle, Wellington, Florida 33414.

6.02 Said incorporator is over the age of eighteen (18) years; is sui juris; and is a citizen of the United States.

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the Corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

Name

Address

Jonathan M. Greer, M.D.

17157 Gulf Pine Circle
Wellington, Florida 33414

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be January 1, 2000.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 25th day of OCTOBER, 1999.

By: 

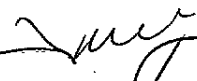
Jonathan M. Greer, M.D.,
Incorporator and Registered Agent

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

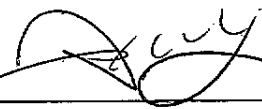
In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Jonathan M. Greer, M.D., P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 17157 Gulf Pine Circle, Wellington, Florida 33414.

Second, Jonathan M. Greer, M.D., located at 17157 Gulf Pine Circle, Wellington, Florida 33414, is named as its Agent to accept service of process within Florida.


Jonathan M. Greer, M.D.,
Incorporator
Date: OCTOBER 25, 1999
FILED
99 NOV -1 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 provisions of all Statutes relative to the proper and complete performance of my duties.


Jonathan M. Greer, M.D.,
Registered Agent
Date: OCTOBER 25, 1999