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FRIGOLA, DEVANE & DORL, P.A.

ATTORNEYS AT LAW

FIRST PROFESSIONAL CENTRE • SUITE 12

5701 OVERSEAS HIGHWAY

POST OFFICE BOX 500177

MARATHON, FLORIDA 33050-0177

November 8, 1999

ALFRED K. FRIGOLA
WILLIAM N. DEVANE, JR.
JAMES J. DORL

TELEPHONE
(305) 743-6565

FAX
(305) 743-4143

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

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-09/29/99--01021--014
*****78.75 *****78.75

RE: ALFRED E. AVERY, M.D., P.A.

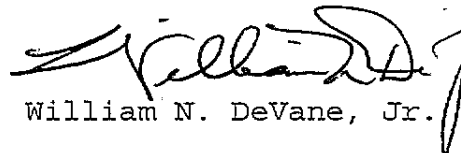
Dear Sirs:

Following up on your October 1, 1999, correspondence (copy attached), enclosed for filing are an original and one copy of the Articles of Incorporation of **ALFRED E. AVERY, M.D., P.A.** You have already received and retained our check in the amount of \$78.75 in payment of the various fees.

Please return the certified copy and corporate charter to this office.

Thank you very much for your assistance in these matters.

Yours very truly,


William N. DeVane, Jr.

WNDJr./bkb

Enclosures

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99 NOV 12 PM 12:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

11-12-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 1, 1999

WILLIAM N. DEVANE, JR., ESQ.
5701 OVERSEAS HWY, P.O. BOX 500177
MARATHON, FL 33050-0177

SUBJECT: ALFRED E. AVERY, M.D., P.A., INC.
Ref. Number: W99000022739

We have received your document for ALFRED E. AVERY, M.D., P.A., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

I called your office and I was told that both you and your secretary were out of the office today. Please remove either the P.A. or the Inc. from your Corporate Name.

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 799A00047893

ARTICLES OF INCORPORATION

OF

ALFRED E. AVERY, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned incorporator, do hereby form a corporation for profit under the general laws of the State of Florida pursuant to the Professional Corporation Act of the State of Florida, and do hereby certify as follows:

ARTICLE I

The name of this professional association is ALFRED E. AVERY, M.D., P.A.

ARTICLE II

The location of the principal place of business shall be 13365 Overseas Highway, Suite 103, Marathon, Florida 33050, and the mailing address of said corporation shall be 13365 Overseas Highway, Suite 103, Marathon, Florida 33050.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The Registered office of this corporation is 5701 Overseas Highway, Suite 12, Marathon, Florida 33050 and the name of the

initial registered agent of the corporation at that address is WILLIAM N. DeVANE, JR., Esquire.

ARTICLE V

The Professional Association is organized for the purpose of:

1. 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.
2. 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.
3. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the Laws of the State of Florida or by the provisions of these Articles of Incorporation.
4. The purpose 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 VI

The capital stock shall consist of one thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE VII

The amount of capital before beginning business shall be at least Five Hundred and No/100 Dollars (\$500.00).

ARTICLE VIII

The number of Directors shall be at least one (1) and not more than three (3) as shall be determined by the By-Laws.

ARTICLE IX

The names and addresses of the first Board of Directors and Officers, who subject to the provisions of the Articles of Incorporation, By-Laws and the general laws of the State of Florida shall hold office for the first year of the corporation's existence or until their successors shall be duly elected and qualified are:

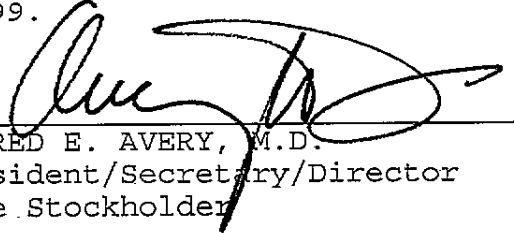
NAME	OFFICE	ADDRESS
ALFRED E. AVERY, M.D.	President/ Secretary/ Director	13365 Overseas Hwy Suite 103 Marathon, FL 33050

The above named Director is also the incorporator, sole stockholder and sole shareholder.

ARTICLE X

The corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Further, the corporation reserves the right to provide in the By-Laws for issuance of stock certificates; and, the corporation shall have the right of first refusal to purchase any stock issued by this corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names on this 29th day of October, 1999.


ALFRED E. AVERY, M.D.
President/Secretary/Director
Sole Stockholder

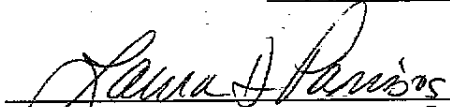
STATE OF FLORIDA

COUNTY OF MONROE

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared ALFRED E. AVERY, M.D., who is personally known to me and who after being by me first duly sworn and cautioned, deposed and said that he has read the foregoing Articles of Incorporation, that the statements contained therein are true and correct for the purposes therein expressed, and that this is his free and voluntary act and deed.

SWORN TO AND SUBSCRIBED before me this 29th day of October, 1999.

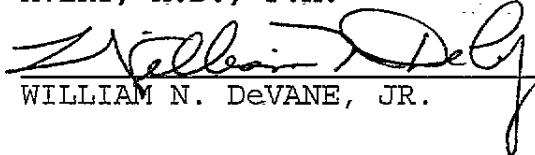
(SEAL)


NOTARY PUBLIC, State of Florida



ACCEPTANCE OF REGISTERED AGENT

I, WILLIAM N. DeVANE, JR., hereby accept designation as
Registered Agent of ALFRED E. AVERY, M.D., P.A.


WILLIAM N. DeVANE, JR.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA