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ACCOUNT NO. : 072100000032

REFERENCE : 505727 3487A

AUTHORIZATION :

Patricia Pajute

COST LIMIT : \$ 70.00

ORDER DATE : December 7, 1999

ORDER TIME : 10:45 AM

ORDER NO. : 505727-015

CUSTOMER NO: 3487A

CUSTOMER: Troy Myers, Esq
ICARD MERRILL CULLIS TIMM
ICARD MERRILL CULLIS TIMM
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC FILING

NAME: HOWARD D. DIENER, M.D.,
F.C.C.P., P.A.

****File Second****

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: _____

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99 DEC - 9 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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CONSENT TO USE OF CORPORATE NAME

TO WHOM IT MAY CONCERN:

HOWARD D. DIENER, M.D., F.C.C.P., P.A. is a Florida professional association, with active status as a corporation under the laws of the State of Florida as of the date of this instrument. As of the date of filing of an Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida, the name of the professional association will be changed to **SUNCOAST LUNG CENTER, P.A.**

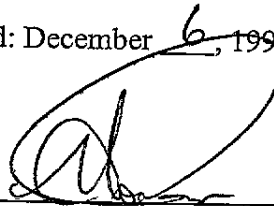
Immediately after the filing of the aforementioned Amendment to the Articles of Incorporation, Articles of Incorporation of a new professional association will be filed, to use the name **HOWARD D. DIENER, M.D., F.C.C.P., P.A.**

The sole shareholder of both of the aforementioned professional associations is the same person. None of the stock of either of the aforementioned professional associations have been pledged or otherwise encumbered to creditors, and the consents evidenced by this instrument will not impede, hinder, or in any manner effect the rights of any third parties. No person or entity is required to consent to the change of name, or the use of the old name by the new corporation. To the best information and belief of the undersigned no other person or entity has the legal right to use the name **SUNCOAST LUNG CENTER, P.A.**, or **HOWARD D. DIENER, M.D., F.C.C.P., P.A.**

The sole shareholder of **SUNCOAST LUNG CENTER, P.A.**, consents to the use of the name **HOWARD D. DIENER, M.D., F.C.C.P., P.A.** by the professional association to be formed.

Under penalties of perjury, the undersigned executes this instrument.

Dated: December 6, 1999



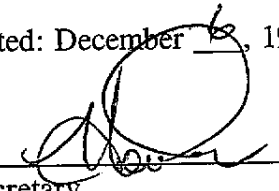
HOWARD D. DIENER, M.D., F.C.C.P.

CERTIFICATION OF SECRETARY

The undersigned, being the duly elected and serving Secretary of **SUNCOAST LUNG CENTER, P.A.**, formerly known as **HOWARD D. DIENER, M.D., F.C.C.P., P.A.**, a Florida professional association, hereby certify that I am the custodian of the books and records of

HOWARD D. DIENER, M.D., F.C.C.P., P.A., and that according to such books and records, as of this date, **HOWARD D. DIENER, M.D.** is the only shareholder of **HOWARD D. DIENER, M.D., F.C.C.P., P.A.**

Dated: December 6, 1999


Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HOWARD D. DIENER, M.D., F.C.C.P., P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. - NAME

The name of the corporation is **HOWARD D. DIENER, M.D., F.C.C.P., P.A.**

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 3920 Bee Ridge Road, Bldg. C. Suite C, Sarasota, FL 34233. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be:

3920 Bee Ridge Road, Bldg. C. Suite C
Sarasota, FL 34233

The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This corporation is organized for the purpose of engaging in the practice of medicine through its licensed Shareholder, and for transacting any and all lawful business.

ARTICLE 5. - SHARES

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of ONE DOLLAR (\$1.00) U.S. per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE 7. - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this corporation is:

Troy H. Myers, Jr.
2033 Main Street, Suite 600
Sarasota, Florida, 34237

ARTICLE 8. - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

HOWARD D. DIENER, M.D.
3920 Bee Ridge Road, Bldg. C. Suite C
Sarasota, FL 34233

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

HOWARD D. DIENER, M.D.
3920 Bee Ridge Road, Bldg. C. Suite C
Sarasota, FL 34233

ARTICLE 10. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 11. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

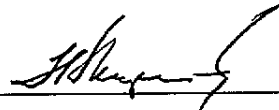
The undersigned Incorporator has executed these Articles of Incorporation on the 6th day of December, 1999.



HOWARD D. DIENER, M.D.

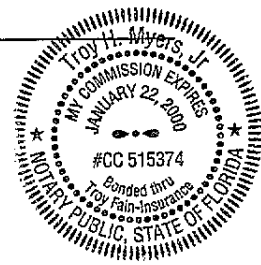
STATE OF FLORIDA
COUNTY OF SARASOTA

I certify that on December 6th, 1999, HOWARD D. DIENER, M.D., the person described as the Incorporator, acknowledged executing the foregoing Articles of Incorporation, is personally known to me, and did not take an oath.



Notary Public

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR**

HOWARD D. DIENER, M.D., F.C.C.P., P.A.

Having been named to accept service of process for the above stated corporation, at the place

designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED: December 6th, 1999


Troy H. Myers, Jr.

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TALLAHASSEE, FLORIDA