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December 8, 1999

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

Re: William J. Stechschulte, D.O., P.A.

Dear Sir or Madam:

Enclosed are the original and a copy of the Articles of Incorporation regarding the above-referenced corporation. Please provide to us, in the enclosed envelope, a certified copy of the Articles of Incorporation. Also enclosed is a check in the amount of \$78.75 for the filing fee and the certified copy.

If you have any questions, please do not hesitate to call me.

Sincerely,

John L. Shaw
John L. Shaw
Legal Assistant

JLS/
Enclosures

cc: William J. Stechshulte

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WJ

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WILLIAM J. STECHSCHULTE, D.O., P.A.**

The undersigned incorporator, for the purpose of forming a professional corporation in accordance with the Florida Business Corporation Act and Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of this Corporation shall be William J. Stechschulte, D.O., P.A. The mailing address of the Corporation shall be 1119 Royal Palm Beach Blvd., Royal Palm Beach , Florida 33411.

ARTICLE II

The purpose of the Corporation and the general nature of its business are as follows:

(a) To engage in the practice of medicine as a professional corporation and to provide services incident thereto.

(b) To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of rendering professional medical services.

(c) 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.

The services of the Corporation which consist of the practice of medicine shall be carried out only through officers, employees, and agents who are licensed or otherwise legally authorized to render professional medical services in the State of Florida.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice medicine in the State of Florida or otherwise legally authorized to practice medicine in the State of Florida.

ARTICLE IV

The term of existence of the Corporation is perpetual.

ARTICLE V

The name and address of the person signing these Articles of Incorporation as an incorporator is:

Jacqueline S. Miller
Chopin & Miller
440 Royal Palm Way, Suite 200
Palm Beach, Florida 33480

ARTICLE VI

The street address of the Corporation's initial registered office and name of its initial registered agent at such address is as follows:

Jacqueline S. Miller, Esquire
Chopin & Miller
440 Royal Palm Way, Suite 200
Palm Beach, FL 33480

The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VII

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice medicine in the State of Florida or otherwise legally authorized to practice medicine in the State of Florida. The Directors shall be elected by the shareholders of the Corporation. The name and street address of the persons who are to serve as members of the initial Board of Directors are as follows:

NAME:

ADDRESS:

William J. Stechsulte

1119 Royal Palm Beach Blvd.
Royal Palm Beach, Florida 33411

ARTICLE VIII

No shareholder may sell or transfer his or her shares in the Corporation except to another individual who is eligible to be

a shareholder of the Corporation under Florida law.


ARTICLE IX

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional services for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation and Limited Liability Company Act by severing all employment with and financial interests in this Corporation.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by Florida law.

WITNESS the hand and seal of the said incorporator this 8th day of December, 1999.



Jacqueline S. Miller, Incorporator

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That William J. Stechschulte, D.O., P.A., desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named Jacqueline S. Miller, Attorney at Law, located at Chopin & Miller, 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Jacqueline S. Miller, Registered Agent

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