

FILED
In the Office of the
Secretary of State of Texas

JAN 26 1979

ARTICLES OF ASSOCIATION

OF

PAUL M. FINE, M.D.,
OBSTETRICS AND GYNECOLOGY ASSOCIATES

Lorna Salzman
Deputy Director, Corporation Division

The undersigned natural person of the age of eighteen years or more, acting as the incorporator of a professional association, does hereby adopt, pursuant to the provisions of the Texas Professional Association Act, the following Articles of Association:

ARTICLE I

The name of the association is: PAUL M. FINE, M.D.,
OBSTETRICS AND GYNECOLOGY ASSOCIATES.

ARTICLE II

The period of its duration is perpetual, subject to the provisions of Section 8 of Article 1528f, V.A.T.S.

ARTICLE III

The purpose for which the association is organized is to engage in the practice of medicine as a professional medical association, and to exercise all powers granted by the Texas Professional Association Act.

ARTICLE IV

A. The aggregate number of shares of common stock of one class which the association shall have authority to issue is 100,000 shares of the par value of \$1.00 each.

B. No shareholder shall have any preemptive rights to subscribe for or acquire any treasury or additional shares of any class of the association, whether such shares shall be hereby or hereafter authorized or issued. Shares of common stock when issued shall be fully paid and non-assessable and no shareholder shall have any obligation or liability of any kind to any creditor of the association by reason of this ownership of such shares, except as provided by law.

C. Shares of redeemable common stock shall be issued to and fully transferable only between persons duly licensed to practice in this State the profession for which this association is organized, subject to the purchase and redemption provisions set forth in these Articles of Association.

D. Each outstanding share of common stock shall be entitled to one vote on each matter submitted to vote of the shareholders, which vote shall be cast in person or by proxy, by the holder of record of such shares as shown on the books of the association. Cumulative voting shall not be permitted in the election of directors or for any other purpose.

E. If a shareholder becomes legally disqualified, or if the shares owned by a shareholder pass by operation of law or otherwise to a person who is not licensed to perform the professional services for which this association is organized, the financial interest in the association of such shareholder or person shall terminate forthwith and the association, or the remaining shareholders, as the case may be, shall repurchase all shares owned by such shareholder or person upon such terms and at such price as may be fixed by agreement between the shareholders. The association shall have the power to redeem (1) the shares of any shareholder desiring to terminate his interest in the association, or (2) the shares of a deceased shareholder, upon such terms and for such redemption price as may be fixed by agreement between the shareholders, provided that at the time of such redemption, the association has sufficient funds legally available therefor.

F. No contract or other transaction between this association and any other corporation and/or association shall be affected or invalidated by the fact that any director or officer of this association is interested in, or is a director or officer of, such other corporation and/or association, and any director or directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this association or in which this association is interested; and no contract, act or transaction of this association with any person, firm or corporation and/or association shall be affected or invalidated by the fact that any director or officer of this association is a party or interested in such contract, act or transaction, or in any way connected with such person, firm or corporation and/or association; and each person who may become a director or officer of this association is hereby relieved from any liability that might otherwise exist from contracting with the association for the benefit of himself or any firm, association or corporation and/or association in which he may be in anywise interested.

G. The association may at any time proceed, by resolution of its Board of Directors, to redeem any or all outstanding shares of its capital stock, which shares may be selected for redemption from any one or more shareholders, redeeming part or all of the shares of any one or more shareholders, designated by and in accordance with a resolution of the Board of Directors, subject, however, to such restrictions on redemption or purchase of redeemable shares as may be imposed by reason of any applicable provisions of the Texas Business Corporation Act.

H. The shareholders of this association hereby delegate to the Board of Directors the power to adopt, alter, amend, or repeal the Bylaws of the association; the power shall be vested exclusively in the Board of Directors and shall not be exercised by the shareholders.

I. No shareholder shall have the power to dissolve the association by his independent act of any kind.

ARTICLE V

The name and address of the individual who is to be the shareholder of the association is:

Paul M. Fine, M.D.
2106 Pine Drive
Dickinson, Texas 77539

ARTICLE VI

The association will not commence business until it has received for the issuance of its shares consideration of the value of not less than \$1,000.00, consisting of money, labor done, or property actually received.

ARTICLE VII

The post office address of its principal office and its initial registered office is 2106 Pine Drive, Dickinson, Texas 77539, and the name of its initial registered agent is Paul M. Fine, M.D.

ARTICLE VIII

The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as initial director until his successor is duly elected and qualified is:

Paul M. Fine, M.D.
2106 Pine Drive
Dickinson TX 77539

The authorized number of directors may be changed at any time by proper amendment to the Bylaws.

ARTICLE IX

The name and address of the incorporator is:

Paul M. Fine, M.D.
2106 Pine Drive
Dickinson TX 77539

ARTICLE X

The incorporators, directors and shareholders of this association are duly licensed within the State of Texas to practice the professional service to be rendered by the association.

ARTICLE XI

This association is created under the provisions of the Texas Professional Association Act, as it may from time to time read and exist, and intends to be governed thereby.

IN WITNESS WHEREOF, for the purpose of forming this association under the laws of the State of Texas, the undersigned incorporator of this association has executed these Articles of Association this 19th day of January, 1979.

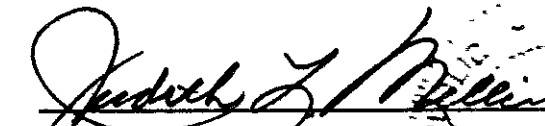


PAUL M. FINE, M.D.
Incorporator

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, the undersigned, a Notary Public, do hereby certify that on this 19th day of January, 1979, personally appeared before me PAUL M. FINE, M.D., who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.



Notary Public in and for
Harris County, Texas

My Commission Expires:

December 31, 1979