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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GORDON J. SCHIFF, P.A.

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**ARTICLES OF INCORPORATION
OF
GORDON J. SCHIFF, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in his capacity as incorporator of the captioned professional service corporation being formed under the Professional Service and Florida Business Corporation Acts, respectively Chapters 621 and 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is GORDON J. SCHIFF, P.A., and its initial principal office and mailing address is c/o Gordon J. Schiff, Esq., 400 N. Tampa Street, Suite 2300, Tampa, FL 33602.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on January 8, 2003.

ARTICLE III

General Nature of Business

The corporation may engage in the practice of law through its duly licensed officers, employees and agents, perform all activities appropriate to the rendition of such services and own property and invest its funds as authorized by applicable Florida Law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this Association shall be One Hundred (100) shares of common stock, each with a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have

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Gordon J. Schiff, Esq., #518890
Macfarlane Ferguson & McMullen
400 North Tampa Street, Suite 2300
Tampa, Florida 33602
813-273-4337

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the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 400 North Tampa Street, Suite 2300, Tampa, Florida 33602, and the initial registered agent of the corporation at such address shall be Gordon J. Schiff, Esq.

ARTICLE VII

Initial Board of Directors

The Corporation shall have one director initially, whose name and address are:

<u>Name</u>	<u>Address</u>
Gordon J. Schiff	400 N. Tampa Street, Suite 2300 Tampa, Florida 33602

The number of directors may be increased or diminished from time to time in accordance with the provisions of the corporation's by-laws, but shall never be less than one.

ARTICLE VII

Incorporators

The names and addresses of the corporation's incorporator is:

<u>Name</u>	<u>Address</u>
Gordon J. Schiff, Esq.	400 N. Tampa Street, Suite 2300 Tampa, Florida 33602

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation. Such by-laws may contain provisions: (a) regulating or restricting the sale, transfer,

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exchange or other disposition of any of the outstanding shares of the corporation; (b) restricting the continued holding of any such shares; or (c) requiring the redemption of any such shares on a fair and just basis. Any such provision may be made applicable upon the death or disability of a shareholder, upon his termination of active service to or on behalf of the corporation, or otherwise; provided, that each shall be adopted, altered, amended or repealed by the holders of not less than a two-thirds majority interest in the corporation's outstanding shares.

ARTICLE IX

Share Ownership

The Board of Directors of the corporation shall have the authority to issue and sell shares of the corporation's authorized but unissued capital stock, as it deems appropriate, only to persons licensed to practice medicine within the State of Florida. If ownership of any such shares shall be transferred to a person or entity unqualified to own shares in the corporation under the provisions of the Professional Service Corporation Act, Chapter 621, Florida Statutes, then in lieu of treating the transfer as being void and of no legal effect, the directors and shareholders of the corporation shall have the power, at their option, to amend these Articles of Incorporation to effect a change in the nature of business provided in Article III herein, so that the corporation shall thereafter be authorized to conduct any business authorized by Chapter 607, Florida Statutes. Any such amendment shall be adopted and approved in accordance with the provisions of §§ 607.1003 and .1006, or, alternatively, .0704, Florida Statutes, or its successor, and upon the filing of such amendment by the Florida Department of State the transfer shall be deemed effective.

ARTICLE X

Indemnification

A. Right to Indemnification. Except as limited by paragraph B hereinbelow, the Association shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes (2001) or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Association to provide broader indemnification rights than such law permitted the Association to provide

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prior to such amendment), each director and officer of the Association who is or was a party to any proceeding by reason of the fact that he is or was a director or officer of the Association or was serving at the request of the Association as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Association the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Association. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

B. Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action so adjudicated and constitute:

- 1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- 2) A transaction from which the director or officer derived an improper benefit;
- 3) In the case of a director, a circumstance under which Section 607.0834, Florida Statutes, (2001) would subject a director to liability; or
- 4) Willful misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the Association to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

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5) Insurance. The Association may purchase and maintain insurance, at its expense, to protect itself and any director and officer of the Association or other enterprise against any liability, whether or not the Association would have the power to indemnify such person against such liability under the Florida Business Corporation Act.

6) Limitation of Director's Liability. A director of the Association shall not be personally liable for monetary damages to the Association or any other person (including a shareholder of the Association) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- a) The director breached or failed to perform his duties as a director; and
- b) The director's breach of, or failure to perform, those duties' constitutes:

- i) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

- ii) A transaction from which the director derived an improper personal benefit;

- iii) A circumstance under which Section 607.0834, Florida Statutes (2001) would subject the director to liability;

- iv) In a proceeding by or in the right of the Association to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Association, or willful misconduct; or

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v) In a proceeding by or in the right of someone other than the Association or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

IN WITNESS WHEREOF, the undersigned has executed these Articles on January 8, 2003.



Gordon J. Schiff, Esq
Incorporator

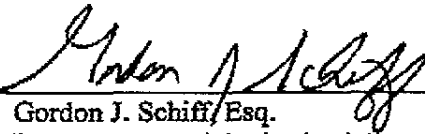
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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, GORDON J. SCHIFF, P.A., desiring to organize under the laws of the State of Florida, hereby designates Gordon J. Schiff, Esq., an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 400 North Tampa Street, Suite 2300, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

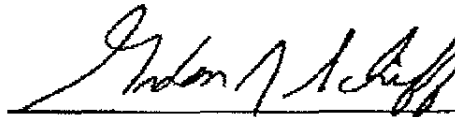
By



Gordon J. Schiff, Esq.
Incorporator and Authorized Agent

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.



Gordon J. Schiff, Esq.

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