

Division Corporations P.01 Page 1
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Florida Department of State
 Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Robert C. Kelsey, M.D., P.A.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ROBERT C. KELSEY, M.D., P.A.

The undersigned, a physician duly licensed to render professional services as such in the State of Florida, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the Professional Corporation Act and other laws of the State of Florida.

ARTICLE I: NAME

The name of the Corporation is ROBERT C. KELSEY, M.D., P.A.

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at and its mailing address is: 3891 Hickory Lane, St. Augustine, Florida 32086.

ARTICLE III: BUSINESS, OBJECTS OR PURPOSES

The general nature of the business to be transacted by this Corporation, or the objects or purposes of the Corporation, shall be as follows:

(a) To engage in every phase and aspect of the business of rendering to the public the same professional services that a physician under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the Corporation's officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within this State;

(b) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services; and

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments thereof, and either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this Corporation.

The foregoing enumeration of objects and purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

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ARTICLE IV: CAPITAL STOCK

(a) Authorized Capital. The total number of shares that may be issued by the Corporation is 100,000 having a par value of \$.10 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid fully for and shall be nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Limitation on Issuance. Each shareholder must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

(g) Voting Trusts. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3891 Hickory Lane, St. Augustine, Florida 32086, and the name of the initial registered agent of this Corporation at that address is Robert C. Kelsey, M.D.

ARTICLE VI: INCORPORATOR

The name and street address of the incorporator of this Corporation are:

Robert C. Kelsey, M.D.

3891 Hickory Lane
St. Augustine, Florida 32086

ARTICLE VII: DIRECTORS

(a) Number and Qualification. There shall be a Board of Directors for this Corporation which shall consist of at least one (1) member, the number of the same to be fixed by the corporate bylaws. Each of the directors shall be of full age and shall be duly licensed or otherwise legally

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authorized to practice medicine in the State of Florida. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this Corporation may remove any director from office at any time with or without cause.

(b) Initial Board of Directors. The name and street address of the initial member of the Board of Directors of this Corporation who, subject to these Articles of Incorporation, the bylaws of this Corporation and the laws of the State of Florida, shall hold office until the first annual meeting of this Corporation is:

Robert C. Kelsey, M.D.

3891 Hickory Lane
St. Augustine, Florida 32086

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII: BYLAWS

The initial Bylaws of this Corporation shall be adopted by the directors. Bylaws may be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLES IX: DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

ARTICLE X: TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this Corporation and any other corporation, and no other contract or transaction of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in any other

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corporation, or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this Corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

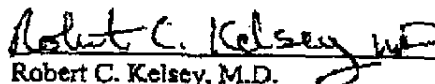
ARTICLE XI: RESTRAINT ON ALIENATION OF SHARES

The shareholders of this Corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this Corporation by any of its shareholders. The shareholders of the Corporation and the Corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the shareholders or between the shareholders and the Corporation, provided such contract is filed with the Board of Directors of the Corporation. The form, terms and conditions of any such regulatory or restrictive bylaws or contract shall be determined by the shareholders of this Corporation, but such restrictions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this Corporation may sell, hypothecate or otherwise transfer his or her shares therein except to another individual who is eligible to be a shareholder of this Corporation.

ARTICLE XII: AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 29 day of June, 2004.


Robert C. Kelsey, M.D.

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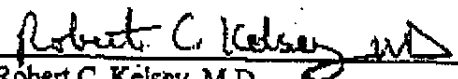
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Robert C. Kelsey, M.D., P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, has named Robert C. Kelsey, M.D., located at 3891 Hickory Lane, City of St. Augustine, County of St. Johns, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

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


Robert C. Kelsey, M.D.
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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