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FLORIDA PROFIT/NON PROFIT CORPORATION

TALT T. ROUDNER, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TAL T. ROUDNER, M.D., P.A.
A Florida Professional Service Corporation**

The undersigned, acting as incorporator of a professional service corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation for such professional corporation:

**ARTICLE I
NAME, ADDRESS AND REGISTERED AGENT**

1.1 **Name.** The name of the professional service corporation shall be TAL T. ROUDNER, M.D., P.A. (the "Corporation").

1.2 **Principal Office and Mailing Address.** The principal office and the mailing address of the Corporation is 550 Biltmore Way, Suite 890, Coral Gables, Florida 33134.

1.3 **Registered Agent and Office.** The street address of the Corporation's initial registered office is 515 East Park Avenue, Tallahassee, Florida 32301, and the name of its initial statutory agent at such address is CorpDirect Agents, Inc.

**ARTICLE II
DURATION**

2.1 **Duration.** The duration of this Corporation shall be perpetual.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in the practice of medicine and to conduct any and all lawful activities or business under the laws of the United States of America and State of Florida; provided, however, that professional medical services shall be rendered only through officers, employees, agents, and independent contractors who are duly licensed to practice medicine under the laws of the State of Florida.

The Corporation may do all and every thing necessary, advisable, proper, or convenient for the accomplishment of, attainment of, or furtherance of any of the purposes or objectives set forth in these Articles of Incorporation or any amendment thereof, and to do all other things incident thereto or connected therewith, which are not forbidden by law, or by these Articles of Incorporation.

The foregoing paragraph shall be construed as enumerating both objectives and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes or powers of the Corporation otherwise permitted by law.

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ARTICLE IV
BYLAWS

The Board of Directors of the Corporation shall have the power and authority to adopt, amend, and alter the Bylaws of the Corporation.

ARTICLE V
AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended pursuant to the terms of the Bylaws.

ARTICLE VI
CAPITAL STOCK

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is one hundred thousand (100,000) shares, having a par value of one (\$.01) per share, designated as common stock.

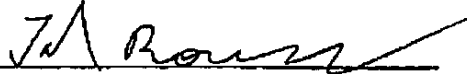
ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is Tal T. Roudner, M.D., 550 Biltmore Way, Suite 890, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of this 18 day of July, 2007.


Tal T. Roudner, M.D., Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT
TAL T. ROUDNER, M.D., P.A.**

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with the obligations of my position as a registered agent as provided for in Section 607.0505 of the Florida Business Corporation Act.

CORPDIRECT AGENTS, INC.

By: Katie Wonsch
Print Name: Katie Wonsch
Title: Assistant Secretary

Dated: July 18, 2007