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Division of Corporations

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From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP

Account Number: 075500004387 Phone : (813)229-7600 Fax Number : (813)229-1660 DIVISION OF CORPORATIO

### FLORIDA PROFIT/NON PROFIT CORPORATION

STACEY ROBINSON, M.D., P.A.

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Page Count	04
Estimated Charge	\$78.75

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H080000982183

Stacey Robinson, M.D., P.A. 2881 E. Vina Del Mar Blvd. St. Pete Beach, FL 33706

March 28, 2008

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Consent to use name

Dear Sir/Madam:

Stacey Robinson, M.D., P.A. (the "Company"), document number P04000043055 was administratively dissolved on 9/14/2007, and will not be reinstated. The Company has released and will not revoke the rights to its name to Stacey Robinson, M.D., P.A. The same owners are involved with both entities.

Very truly yours,

Stacey Robinson, M.D., P.A.

Stacey Robinson, M.D., President

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## ARTICLES OF INCORPORATION STACEY ROBINSON, M.D., P.A.

The undersigned, acting as incorporator of a Florida professional service corporation under the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

### ARTICLE I NAME

The name of the Corporation is STACEY ROBINSON, M.D., P.A.

## ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and the mailing address of the Corporation is:

2881 E. Vina Del Mar Blvd. St. Pete Beach, FL 33706

## ARTICLE III PURPOSE

The Corporation is organized for the purpose of providing medical services.

### ARTICLE IV CAPITAL STOCK

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Thousand (1,000) shares of common stock, \$.001 par value per share.

# ARTICLE V INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one (1) director to hold office until the first annual meeting of shareholders and until her successor shall have been elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

Stacey Robinson, M.D. 2881 E. Vina Del Mar Blvd. St. Pete Beach, FL 33706 H080000982183

### ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

J. Todd Timmerman 101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

### ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

J. Todd Timmerman 101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

## ARTICLE VIII INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

## ARTICLE IX LIABILITY FOR MONETARY DAMAGES

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of April, 2008.

J. Todd Timmerman Incorporator H08000098218 3

## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the Corporation is Stacey Robinson, M.D., P.A.
- 2. The name and street address of the registered agent and office in the State of Florida are:

J. Todd Timmerman Shumaker, Loop & Kendrick, LLP 101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN 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 AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

J. Todd Timmerman Registered Agent

Dated: April 15, 2008

SECRETARY OF STATE