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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
609 N. GAINES STREET
TALLAHASSEE, FL 32399

FROM: STRAWN MONROE STEN
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((H96000002387))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: MEDICAL ASSOCIATES OF BREVARD, P.A.	CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
MEDICAL ASSOCIATES OF BREVARD, P.A.**

FILED
95 FEB 20 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a professional service corporation under the Professional Services Corporation and Limited Liability Company Act (the "Act") for the purpose of rendering professional services, as defined in the Act.

**ARTICLE I
NAME**

The name of this Corporation is:

MEDICAL ASSOCIATES OF BREVARD, P.A.

**ARTICLE II
PURPOSE**

This Corporation is organized as a professional service corporation for the purposes of delivering the services of physicians licensed under Florida law to members of the public and transacting any or all lawful business related or incidental thereto.

**ARTICLE III
CAPITAL STOCK**

This Corporation shall have one class of stock. This Corporation is authorized to issue Ten Thousand (10,000) shares of 1/10 of One Dollar (\$.10) par value common stock.

Jeffrey L. Cohen, Esq.
Florida Bar No. 703966
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(407) 278-9400

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Shares of the Corporation's capital stock shall only be issued to individuals who are duly licensed to practice medicine in the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE/ MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

c/o John Turse, M.D., President
1402 South Oak Street
Melbourne, FL 32901

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

John Turse, M.D.
1402 South Oak Street
Melbourne, FL 32901

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

The shareholders of the corporation shall not be granted pre-emptive rights.

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is:

John Turse, M.D.
1402 South Oak Street
Melbourne, FL 32901

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be

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than three (3) nor more than seven (7). The names and addresses of the Initial Directors of this corporation are:

	<u>Name</u>	<u>Address</u>
1.	John Turse, M.D.	1402 South Oak Street Melbourne, FL 32901
2.	Raymond Armstrong, M.D.	1331 South Valentine Street Melbourne, FL 32901
3.	Gopal Gadodia, M.D.	1600 W. Eau Gallie Boulevard Suite 103 Melbourne, FL 32935

**ARTICLE IX
INDEMNIFICATION**

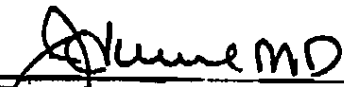
The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

**ARTICLE X
SHAREHOLDERS AGREEMENT**

The issuance, transfer and redemption of Voting and Non-Voting Shares is governed by the terms of a shareholders agreement by and between the Shareholders and the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 15 day of Feb., 1996.

INCORPORATOR:



John Turse, M.D.

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations

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Imposed upon registered agents under the Florida Business Corporation Act, including specifically, Section 607.0506.

REGISTERED AGENT:

BY:


John Turso, M.D.

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96 FEB 20 PM 1:00
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TALLAHASSEE, FLORIDA

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