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March 5, 1999

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32312

200002797992--9
-03/08/99--01116--016
****122.50 *****78.75

Re: SUNSTATE MEDICAL ASSOCIATES, P.A.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$122.50, Articles of Incorporation and copy of same.

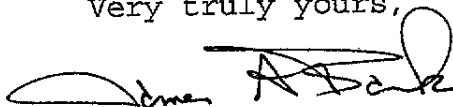
Amounts on the enclosed check are broken down as follows:

- \$35.00 - Filing fee
- \$35.00 - Designating Registered Agent
- \$52.50 - Certified copy of Articles of Incorporation

Please file the enclosed Articles and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,


James A. Barks

JAB/pwp
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -8 PM 1:45

3-11-99

ARTICLES OF INCORPORATION
OF
SUNSTATE MEDICAL ASSOCIATES, P.A.

FILED STATE
SECRETARY OF CORPORATIONS
99 MAR -8 PM 1:45

The undersigned natural persons, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporators for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

I.

Name of Corporation

The name of this corporation shall be SUNSTATE MEDICAL ASSOCIATES, P.A.

II.

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged by medical physicians.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be medical physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III.

Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to medical physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV.

Duration

The corporation's existence shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida, and this corporation is to exist perpetually.

V.

Registered Agent

The street address of the initial principal office and registered office of this corporation is 758 North Sun Drive, Suite 104, Lake Mary, Florida 32746, and the name of its initial registered agent at said address is POTHEN C. KORUTH, M.D.

VI.

Incorporator

The names and addresses of the Incorporators are as follows:

POTHEN C. KORUTH, M.D.
1150 Greenstone Blvd., #206
Heathrow, FL 32746

FARIDEH A. ZADEH, M.D.
208 Wimbledon Circle
Heathrow, FL 32746

ZIA FATEMI, M.D.
208 Wimbledon Circle
Heathrow, FL 32746

VII.

Board of Directors

The corporation shall have a board of Directors consisting of three (3) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than three. The names and addresses of the initial Directors of this corporation are:

POTHEN C. KORUTH, M.D.
1150 Greenstone Blvd.. #206
Heathrow, FL 32746

FARIDEH A. ZADEH, M.D.
208 Wimbledon Circle
Heathrow, FL 32746

ZIA FATEMI, M.D.
208 Wimbledon Circle
Heathrow, FL 32746

VIII.

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX.

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's share and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

X.

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI.

Indemnification

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

XII.

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested

in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation in the State of Florida, this 5th day of March, 1999.

Pothen C. Koruth
POTHEN C. KORUTH, M.D.

F. Zadeh M.D.
FARIDEH A. ZADEH, M.D.

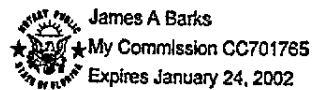
Zia Fatehi
ZIA FATEMI, M.D.

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 5th day of March, 1999, by POTHEN C. KORUTH, M.D., who () is personally known to me OR () produced a Florida Driver's License as identification and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

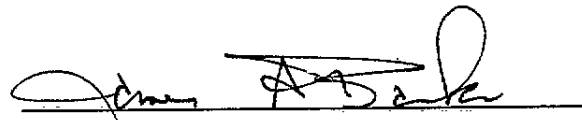
James A Barks
Notary Signature


STATE OF FLORIDA
COUNTY OF SEMINOLE



The foregoing instrument was acknowledged before me this 5th day of March, 1999, by FARIDEH A. ZADEH, M.D., () who is personally known to me OR () who produced

a Florida Driver's License as identification and who executed the foregoing Articles of Incorporation as the Incorporator, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

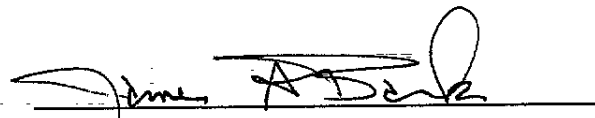

Notary Signature


 James A Barks
My Commission CC701785
Expires January 24, 2002

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 14th day of March, 1999, by ZIA FATEMI, M.D., () who is personally known to me OR () who produced a Florida Driver's License as identification and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.


Notary Signature

 James A Barks
My Commission CC701785
Expires January 24, 2002

CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS OF THE OFFICE FOR SERVICE OF PROCESS
WITHIN THIS STATE


Pursuant to Florida Statutes, this is to certify that SUNSTATE MEDICAL ASSOCIATES, P.A., a Professional Service Corporation, duly organized and existing under the Laws of the State of Florida, has named POTHEN C. KORUTH, M.D., 758 North Sun Drive, Suite 104, Lake Mary, FL 32746, as its agent to accept service of process within this State and the said address as the office for such service of process.



FARIDEH A. ZADEH, M.D., President

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative thereto.

By: 

POTHEN C. KORUTH, M.D., Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR -8 PM 1:45