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TRANSMITTAL LETTER

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

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*****78.75 *****78.75

SUBJECT: FRED R. SMITH, M.D., P.A.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: FRED R. SMITH, M.D.
Name (Printed or typed)

3945 PINETOP BLVD.
Address

Titusville FL 32796
City, State & Zip

(407)267-5396
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 MAY 13 PM 4: 46

FILED

NOTE: Please provide the original and one copy of the articles.

Please return documents by FedEx-airbill enclosed

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1999 MAY 13 PM 4: 46

ARTICLES OF INCORPORATION
OF
FRED R. SMITH, M.D., P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a professional association pursuant to the laws of the State of Florida, Florida Statutes, Chapters 607 and 621, hereby adopts the following Articles of Incorporation:

ARTICLE I – NAME

The name of the Corporation is FRED R. SMITH, M.D., P.A., a Florida professional association.

ARTICLE II – DURATION

The Corporation shall have a perpetual existence.

ARTICLE III – NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation is to engage in every phase and aspect of the business of rendering to the public the same professional services that a physician duly licensed 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 under the laws of the State of Florida to practice in such state.

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

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation and any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the Corporation, and in general, 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 or the attainment of the objectives or the furtherance of such purposes or objectives for which this Corporation is formed, and to have all of the powers conferred upon this Corporation but the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this Corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or

inference from, any provision in this or any other Article of these Articles of Incorporation; shall be construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE IV – CAPITAL STOCK

The authorized capital stock of this Corporation shall consist of 1,000 shares of common stock having a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors.

ARTICLE V – PRE-EMPTIVE RIGHTS

Each shareholder of the 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 and the Corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or between the shareholders and the Corporation provided that any 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 contracts 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 shares therein except to another individual who is eligible to be a shareholder of this Corporation.

ARTICLE VI – RESTRAINT OF 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, or in the event of the death of any of its shareholders. The shareholders of the Corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or between the shareholders and the Corporation provided that any 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 the 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 shares therein except to another individual who is eligible to be a shareholder of this Corporation.

ARTICLE VII – ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers hereinabove stated, the Corporation shall have all the following additional powers:

This Corporation shall have the powers to enter into, or become partner in, any arrangement for the sharing of profits, union of interests, or cooperation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment which this Corporation has the direct or incidental authority to engage in.

This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: a pension plan, a profit-sharing plan, a stock bonus plan, a thrift and savings plan, a stock option plan, a deferred compensation plan or any other retirement, death benefit or incentive compensation plan and a medical expense reimbursement plan.

ARTICLE VIII – REGISTERED AGENT

The mailing address of the initial registered office of the Corporation is 3945 Pinetop Boulevard, Titusville, Florida 32796. The initial Registered Agent at such address is Susan Rebecca B. Smith.

ARTICLE IX – DIRECTORS

1. The property, business, and affairs of the Corporation shall be managed by a Board of Directors which shall consist of not less than one (1) director. The Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board of Directors shall consist of one (1) director. Directors are not required to be shareholders of the Corporation.
2. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
3. The initial Board of Directors shall consist of one (1) Director. The name and address of the initial Director is Fred R. Smith, M.D., 3945 Pinetop Boulevard, Titusville, Florida 32796.

ARTICLE X – INCORPORATOR

The name and address of the Incorporator is: Susan Rebecca B. Smith, 3945 Pinetop Boulevard, Titusville, Florida 32796.

ARTICLE XI – OFFICERS

The officers of the Corporation shall be a president, vice president, secretary, treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the

Board of Directors, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. Any person may hold more than one office.

ARTICLE XII – INDEMNIFICATION

1. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation by reason of the fact that he is or was a director, employee, officer or agent of the Corporation), against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willfull misfeasance or malfeasance in the performance of his duties to the Corporation unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.
2. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.
3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay

such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized herein.

4. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
5. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XIII – BYLAWS

The first Bylaws shall be adopted by the Board of Directors, and may be altered, amended or rescinded by the Directors and/or the shareholders in the manner provided by the Bylaws.

ARTICLE XIV – AMENDMENTS

Amendments to these Articles of Incorporation shall be made in accordance with the procedures set forth in Chapter 607 of the Florida Statutes.

Wherefore, the Incorporator, and initial Registered Agent have executed these Articles of Incorporation on the 11th day of May, 1999.



As Incorporator

I, Susan Rebecca B. Smith, accept appointment as the initial registered agent of the Corporation and I am familiar with, and accept, the obligations of a registered agent provided for in Sections 607.0505 of the Florida Statutes.

Susan Rebecca B. Smith
As Registered Agent

STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me the 11th day of May, 1999, Susan Rebecca B. Smith, as Incorporator and Registered Agent.
personally known

Cathryn L. Morris



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA