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LEWIS W. STONE
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May 18, 1999

MAILING ADDRESS:
Post Office Drawer 2048
Eustis, Florida 32727-2048

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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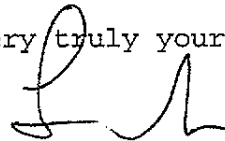
Re: MID FLORIDA PRIMARY CARE PHYSICIANS ASSOCIATES, P.A

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is a check in the amount of \$122.50 which represents your filing fee for the Articles of Incorporation, Designation of the Acceptance by Registered Agent and certified copy of the Articles of Incorporation.

Thank you for your assistance and cooperation in this matter.

Very truly yours,



Lewis W. Stone

LWS:dm
Enclosures

xc: Leyberth M. Rosendo, M.D.

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TALLAHASSEE FLORIDA

B. BROCK MAY 24 1999

ARTICLES OF INCORPORATION

OF

MID FLORIDA PRIMARY CARE PHYSICIANS ASSOCIATES, P.A.

The Undersigned, acting as incorporator of a corporation under the Florida General Professional Service Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is MID FLORIDA PRIMARY CARE PHYSICIANS ASSOCIATES, P.A.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the corporation is organized is the practice of medicine.

ARTICLE IV - STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock.

Initial Issue. Ten (10) shares of Capital Stock of the corporation shall be issued.

Stated capital. The sum of the issue value of all shares of Capital of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holder of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

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TALLAHASSEE FLORIDA
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Transfer. Transfer of shares of stock shall be restricted pursuant to the Professional Service Corporation Act.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V - ADDRESS

The initial street address in Florida of the principal office of the corporation is 1475 Falconwood Court, Apopka, Florida 32712.

ARTICLE VI - DIRECTORS

The initial board of directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII - DIRECTORS ADDRESS

The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until their successor(s) shall have been elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leyberth M. Rosendo, M.D.	1475 Falconwood Court Apopka, Florida 32712

ARTICLE VIII - INCORPORATORS

<u>NAME</u>	<u>ADDRESS</u>
Leyberth M. Rosendo, M.D.	1475 Falconwood Court Apopka, Florida 32712

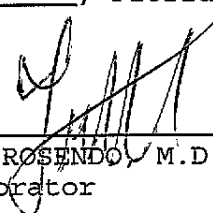
ARTICLE IX - INDEMNIFICATION

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

ARTICLE XIII - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors, that said shareholder intends to cumulate his votes at said election.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Copoka, Florida on the 18th day of May, 1999.

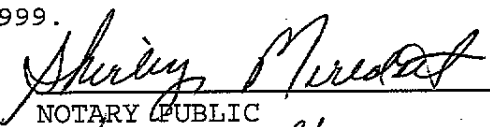


LEYBERTH M. ROSENDO, M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF Orange

Before me, the undersigned authority, personally appeared LEYBERTH M. ROSENDO, M.D., who produced FLDL K253-533-63-324-0 as identification and who is known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily, without taking an oath, acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand, in said County and State this 18 day of May, 1999.

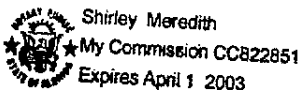


NOTARY PUBLIC

Shirley Meredith

Notary Public Printed Name

My Commission Expires:
Commission No.:

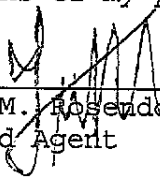


ARTICLE XIV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

<u>NAME</u>	<u>ADDRESS</u>
Leyberth M. Rosendo, M.D.	1475 Falconwood Court Apopka, Florida 32712

Having been named as registered agent and to accept service of process for the above stated 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 obligations of my position as registered agent.



Leyberth M. Rosendo, M.D.
Registered Agent

5/18/1999
Date

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TALLAHASSEE FLORIDA