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FROM: Rappal, P.A.

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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

INDIAN RIVER COUNTY MEDICAL SOCIETY, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
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**ARTICLES OF INCORPORATION
INDIAN RIVER COUNTY MEDICAL SOCIETY, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and a doctor of medicine, duly licensed to render services as such under the laws of the State of Florida, hereby forms a Nonprofit Corporation, pursuant to the provisions of Florida Statutes Section 617.

ARTICLE I

The name of the nonprofit corporation shall be INDIAN RIVER COUNTY MEDICAL SOCIETY, INC. (the "Nonprofit Corporation"). The period of duration for the Nonprofit Corporation is perpetual.

ARTICLE II

The place in this State where the principal office of the Corporation is to be located is 787 - 37th Street, Suite E160, Vero Beach, Florida 32960.

The mailing address for the Corporation is Post Office Box 573, Vero Beach, Florida 32961.

ARTICLE III

The objects and purposes of this Nonprofit Corporation and the powers which it may exercise are as follows:

1. The Nonprofit Corporation is organized for the purpose of engaging in all religious, charitable, scientific, literary or educational purposes in which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501 (c)(10) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as said Code and regulations now exist or as they may hereafter be amended (or the corresponding provision of any subsequent federal tax law, said Code, regulations and subsequent federal tax laws, if any, being hereinafter referred to together as the "Code"), and to promote and advance such purposes by any activity in which a corporation organized under Florida Statute 617 may engage, exclusively, either directly or by contributions to organizations qualifying as exempt organizations under Section 501(c)(10) of the Code, and to receive and maintain a fund or funds of real or personal property, or both, and to administer and apply the income principal thereof, within the United States of America, for such purposes.

2. Without in any way limiting the foregoing purposes, to receive contributions and to make distributions of cash and property which qualify as "qualifying distributions," as defined in Section 4942(g) of the Code or which qualify as a "set-aside" as described in Section 4942(h) of the Code.

3. The Nonprofit Corporation shall possess and exercise all the powers and privileges granted by the Nonprofit Corporation Act or by any other law of the State of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the corporation including, but not limited to the following powers:

(a) to acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise, and to hold, enjoy, possess, rent, lease, mortgage, farm, ranch, work, forest, and sell real property or any interest therein, and to construct, maintain and operate improvements thereon;

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(b) to acquire by option, purchase, gift, grant, bequest, transfer or otherwise and to hold, enjoy, possess, use, run, work, pledge as security, sell, transfer or in any manner dispose of personal property of any class or description whatsoever;

(c) to retain any property, investments or securities originally received by the Nonprofit Corporation or thereafter acquired by it so long as the directors of the Nonprofit Corporation shall consider the retention thereof desirable;

(d) to invest any and all funds coming into the hands of the Nonprofit Corporation on any account whatsoever in such property, investments or securities as the directors of the Nonprofit Corporation may, in the discretion of the directors, deem advisable, however doubtful or hazardous or limited the description or nature of any property, investments or securities so retained may be, whether or not the same may be currently producing income and whether or not the same are or may be such as are authorized or deemed proper for investment of trust funds under the Constitution or laws of the State of Florida or of the United States;

(e) to borrow and lend money to or from any person, persons, firm, business, partnership, or corporation, with or without security, and if with security, with such security as the directors of the Nonprofit Corporation deem proper or appropriate, and, in connection with any borrowing of money by the Nonprofit Corporation, to issue evidences of indebtedness of such borrowing and to secure the same by mortgage, pledge or other lien on the Nonprofit Corporation's property;

(f) to convert real property owned by the Nonprofit Corporation into personal property and personal property into real property;

(g) to improve or cause or permit real property to be improved and to abandon any property which the directors of the Nonprofit Corporation deem to be without substantial value;

(h) to manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trust or association at any time acquired in any way by this Nonprofit Corporation and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease or other disposition of the properties of any such corporation, trust or association the securities of which are held by this Nonprofit Corporation and as owner thereof to vote any security of any corporation, trust or association held by this corporation at any meetings of the holders of the same class of security of the issuing entity and generally in all respects to exercise all of the rights of ownership therein;

(i) to guarantee or become surety for the obligations of any other nonprofit corporation or corporation not of a business character; and

(j) to do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all of the objects and purposes of the Nonprofit Corporation or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the objects and purposes of the Nonprofit Corporation, and to have and exercise all rights and powers now conferred on nonprofit corporations under the laws of the State of Florida.

ARTICLE IV

The Corporation will have members.

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ARTICLE V

The number of directors constituting the Board of Directors is five (5) and the names and addresses of the persons who are the initial Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marc C. Rose, M.D.	787 - 37 th Street, Suite E200 Vero Beach, Florida 32960
Theodore G. Perry, M.D.	3755 Seventh Terrace, Suite 204 Vero Beach, Florida 32960
Randall deb. Bertollette, M.D.	3740 - 20 th Street, Suite B Vero Beach, Florida 32960
Jane Henderson, M.D.	7935 Bay Street Sebastian, Florida 32958
Joseph P. Crawford, M.D.	1820 - 43 rd Avenue, Suite One Vero Beach, Florida 32960

The number of directors constituting the board of directors of the corporation hereafter shall be five (5) and a change in the number of directors shall be made only by amendment to the Bylaws.

ARTICLE VI

The members of the board of directors shall hold office until the next annual meeting of the directors and until their successors shall have been elected and qualified. Thereafter, the directors of the Nonprofit Corporation shall be elected in the manner and for the term specified in the bylaws of the Nonprofit Corporation.

ARTICLE VII

Any member of the board of directors may be removed from office, with or without cause, by a majority vote of the directors of the Nonprofit Corporation.

ARTICLE VIII

No part of the net earnings of the Nonprofit Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Nonprofit Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof No substantial part of the activities of the Nonprofit Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Nonprofit Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Nonprofit Corporation shall not carry on any other activities not permitted to be carried on (a) by a nonprofit corporation exempt from federal income tax under Section 501(c)(10) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (b) by a nonprofit corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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ARTICLE IX

Upon the dissolution of the Nonprofit Corporation, assets shall be distributed for one (1) or more exempt purposes within the meaning of Section 501(c)(10) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Nonprofit Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

The address of the registered office of the Nonprofit Corporation is 5070 Highway A1A, Suite 221, Vero Beach, Florida 32963 and the name of its registered agent at such address is DEC Consultants, Inc.

ARTICLE XI

The Nonprofit Corporation will not engage in any act of self-dealing as defined in Section 4941 of the Code, or corresponding section of any future federal tax code.

ARTICLE XII

The Nonprofit Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future federal tax code.

ARTICLE XIII

The Nonprofit Corporation will not retain any excess business holdings as defined in Section 4943 of the Code, or corresponding section of any future federal tax code.

ARTICLE XIV

The Nonprofit Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax code.

ARTICLE XV

The Nonprofit Corporation will not engage in any act that will jeopardize the Nonprofit Corporation's status as a public foundation under the Code.

IN WITNESS WHEREOF, the undersigned, the Incorporator, has executed these Articles of Incorporation this 20 day of November 2001.

DEC Consultants, Inc.

By: 
Robert Rappel, President

Robert Rappel, DO, Esq.
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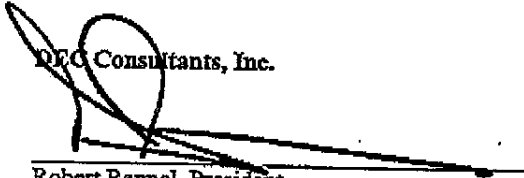
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Indian River County Medical Society, Inc., organized under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Vero Beach, County of Indian River, State of Florida, has named DEC Consultants, Inc., located at: 5070 Highway A1A, North, Suite 221, Vero Beach, FL 32963, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


DEC Consultants, Inc.

Robert Rappel, President

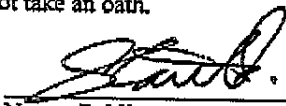
STATE OF FLORIDA)

COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this 2nd day of November 2001, by Robert Rappel, who is personally known to me and who did not take an oath.



Susan Canthons
My Commission CC975344
Expires October 17 2004


Notary Public
Commission Number:

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