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**FLORIDA PROFIT/NON PROFIT CORPORATION
BREVARD COUNTY MEDICAL DIRECTORS ASSOCIATION, INC.**

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**BREVARD COUNTY MEDICAL DIRECTORS
ASSOCIATION, LLC
720 E. New Haven Avenue, Suite 11
Melbourne, FL 32901**

March 8, 2010

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

Re: Brevard County Medical Directors Association, Inc.

Dear Sir or Madam:

I am the sole Managing Member of Brevard County Medical Directors Association, LLC, a Florida limited liability company, Document No. L08000047147. As such, I authorize filing not-for-profit Articles of Incorporation under the name Brevard County Medical Directors Association, Inc. I am President and Director of this newly formed not-for-profit corporation.

Very truly yours,



John H. Potomski, Jr., D.O.

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ARTICLES OF INCORPORATION

FOR

BREVARD COUNTY MEDICAL DIRECTORS ASSOCIATION, INC.

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is Brevard County Medical Directors Association, Inc.

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The Corporation is organized and shall be operated as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) (hereinafter the "Internal Revenue Code") to promote the common business interests of medical directors, attending physicians and other healthcare providers and professionals within Brevard County, Florida.

ARTICLE IV

The initial street and mailing address for the principal place of business of the Corporation is 720 E. New Haven Avenue, Suite 11, Melbourne, Florida 32901.

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ARTICLE V

The name and address of the initial registered agent is: J. Patrick Anderson, 2200 Front Street, Suite 301, Melbourne, Florida 32901.

ARTICLE VI

The initial Board of Directors of the Corporation shall consist of three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the members, but shall never be less than three (3). The manner of electing Directors shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members, or until successors have been elected and qualified, are as follows:

John H. Potomski, Jr., D.O.
3764 Turtlemound Road
Melbourne, Florida 32934

Giovanni Lupo, M.D.
1032 Fieldstone Drive
Melbourne, Florida 32940

Karen Stewart, M.D.
3636 Hoofprint Drive
Melbourne, Florida 32940

ARTICLE VII

The officers of the Corporation shall be a president, vice president, secretary and treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as officers of the Corporation until the first meeting of the Board of Directors, or until successors have been elected and qualified, are as follows:

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John H. Potomski, Jr., D.O.
3764 Turtle mound Road
Melbourne, Florida 32934

President

Giovanni Lupo, M.D.
1032 Fieldstone Drive
Melbourne, Florida 32940

Vice President

Karen Stewart, M.D.
3636 Hoofprint Drive
Melbourne, Florida 32940

Secretary, Treasurer

ARTICLE VIII

The name and address of the initial incorporator shall be J. Patrick Anderson, 2200 Front Street, Suite 301, Melbourne, Florida 32901.

ARTICLE IX

Terms of membership in the Corporation shall be provided for in the Bylaws of the Corporation.

ARTICLE X

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the 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 III hereof.

ARTICLE XI

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article III hereof to an organization, or organizations, described in Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code, or to the federal

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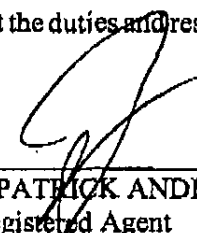
government or state or local government for a public purpose, as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 16th day of March, 2010.



J. PATRICK ANDERSON

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



J. PATRICK ANDERSON
Registered Agent

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