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February 15, 2000

00 FEB 18 1998 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE  
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C.S.C. Networks  
Corporate Filing Department  
1201 Hayes Street  
Tallahassee, Florida 32301

Re: Paul R. Williamson, M.D., P.A.

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-02/18/00--01003--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

I am writing to request your assistance with regard to the incorporation of the above-referenced Professional Service Corporation. You will notice that pursuant to the terms of Article VII, the corporation's existence will commence upon the filing of these Articles.

In order to assist you with this incorporation, I have enclosed the following items:

1. Two signed originals of the Articles of Incorporation; and
2. A check payable to the Department of State for incorporation fees in the amount of \$70.00.

I would also like for you to order a standard corporate book for this corporation. Please invoice me for the cost of this book as well as for your company's services.

If there are any questions or problems, please do not hesitate to contact me. If I do not hear from you, I will expect to receive a copy of the filed Articles in the mail soon.

Thank you for your assistance in this matter.

Sincerely,  
KANE AND KOLTUN

*Cherie Biederman*  
Cherie Biederman  
Legal Assistant

CB\MS  
ENCLOSURE.

2-22  
KCC

**ARTICLES OF INCORPORATION  
OF**

**PAUL R. WILLIAMSON, M.D., P.A.**

FILED  
00 FEB 18 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, a natural person competent to contract and a Medical Doctor duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit pursuant to the Professional Service Corporation Act. The corporation shall exist under the laws of the State of Florida and shall adopt the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be Paul R. Williamson, M.D., P.A.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 110 West Underwood Street, Suite A, Orlando, Florida 32806.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share.

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#### ARTICLE IV - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of providing medical services to or for the benefit of the public 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 officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein and any other profitable venture.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

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ARTICLE V - INDEMNIFICATION

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

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 110 West Underwood Street, Suite A, Orlando, Florida 32806. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Paul R. Williamson, M.D. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Paul R. Williamson, M.D.	110 West Underwood Street Suite A Orlando, Florida 32806

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Paul R. Williamson, M.D.	110 West Underwood Street, Suite A Orlando, Florida 32806

- D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Medical Doctor under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this

corporation shall enter into a voting trust agreement or any other type or agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### ARTICLE X - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this Corporation shall be vested in the Board of Directors and the shareholders.

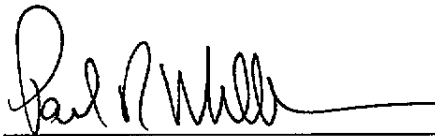
#### ARTICLE XI - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

#### ARTICLE XII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing upon the filing of these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 9 day of February, 2000.




Paul R. Williamson, M.D.

FILED  
00 FEB 18 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### DESIGNATION OF REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:   
Paul R. Williamson, M.D.

Date: 02-09-00