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GARRY R. SPEAR  
ATTORNEY AT LAW  
5455 N. Federal Highway  
Suite I  
Boca Raton, Florida 33487  
(561) 989-9894 (office) (561) 989-0460 (facsimile)

April 28, 2000

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-05/02/00-01065-007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**Re: Filing of Articles of Incorporation - Florida-Georgia Medical, Inc.**

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for **Florida-Georgia Medical, Inc.** The \$35.00 filing fee and the \$35.00 registered agent designation fee are enclosed.

Thank you for your assistance in this matter.

Sincerely,



Garry R. Spear, Esq.  
Incorporator

Enclosure  
cc: file

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAY - 1 AM 11:11

FILED

RECEIVED

MAY 3 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA-GEORGIA MEDICAL, INC.**

**ARTICLE ONE**

**CORPORATE NAME**

The name of the corporation shall be:

**FLORIDA-GEORGIA MEDICAL, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE TWO**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE**

**PURPOSE**

The corporation may transact any and all lawful activity for which corporations may be organized under the Florida General Corporation Act.

**ARTICLE FOUR**

**CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with \$.01 par value.

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**ARTICLE FIVE**

**MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The mailing address and the principal place of business is:

622 Cassal Avenue  
Suite 2  
Jacksonville, Florida 32203

**ARTICLE SIX**

**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is Garry R. Spear, Attorney at Law, 5455 N. Federal Highway, Suite I, Boca Raton, Florida 33487, and the initial registered agent at such address is Garry R. Spear.

**ARTICLE SEVEN**

**BOARD OF DIRECTORS**

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

**ARTICLE EIGHT**

**INCORPORATORS**

The name and address of each incorporator executing the Articles of Incorporation is as follows:

Garry R. Spear  
Attorney at Law  
5455 N. Federal Highway  
Suite I  
Boca Raton, Florida 33487

**ARTICLE NINE**

**COMMENCEMENT DATE**

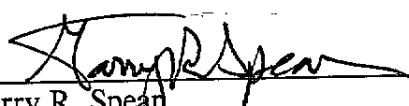
The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

**ARTICLE TEN**

**INDEMNIFICATION**

The corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 28th day of April, 2000.

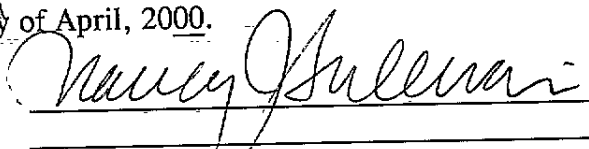
  
\_\_\_\_\_  
Garry R. Spear  
Attorney at Law

**STATE OF FLORIDA:**

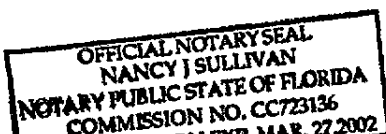
**COUNTY OF PALM BEACH:**

**BEFORE ME**, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Garry R. Spear, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

**WITNESS** my hand and official seal this 28th day of April, 2000.

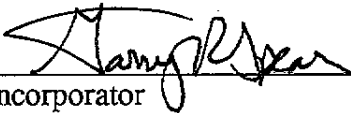
  
\_\_\_\_\_  
Notary Public  
State of Florida

My Commission Expires:

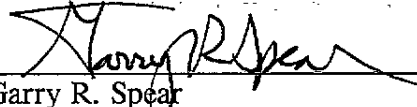


**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT  
FOR SERVICE OF PROCESS**

The undersigned hereby designates Garry R. Spear, Attorney at Law, as its Registered Agent to accept service of process within this state.

  
Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the state of Florida, and is familiar with and agrees to comply with the provisions of the law applicable to said designation.

  
Garry R. Spear  
Attorney at Law

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAY - 1 AM 11:11

FILED