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SHEPARD, FILBURN & GOODBLATT, P.A.

ATTORNEYS & COUNSELORS AT LAW

May 17, 2000

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

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-05/18/00--01091--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

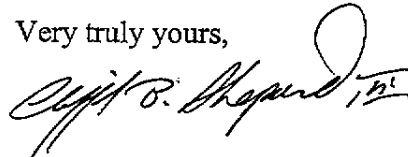
Re: Vero Pediatrics, P.A.

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$78.75. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated. Thank you.

Very truly yours,



Clifford B. Shepard, III

CBS/jlc  
Encl.

FILED  
00 MAY 18 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN MAY 23 2000

# ARTICLES OF INCORPORATION

OF

## VERO PEDIATRICS, P.A.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I - NAME

The name of this corporation is Vero Pediatrics, P.A., and its principal place of business and mailing address is 975 37<sup>th</sup> Place, Vero Beach, Florida 32960.

### ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

### ARTICLE III - PURPOSE

This corporation is organized for the purpose of practicing pediatric medicine and transacting any and all lawful business.

### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of voting common stock having a par value of \$1.00 per share.

### ARTICLE V - INITIAL REGISTERED

#### OFFICE AND AGENT

The street address of the initial registered office of this corporation is 221 Northeast Ivanhoe Boulevard, Suite 205, Orlando, Florida 32804 and the name of the initial registered agent of this corporation at that address is Clifford B. Shepard, III.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director(s) initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is(are):

Karen Westberry  
2685 Whippoorwill Lane  
Vero Beach, Florida 32960

Lindsay Miller-Cobb  
1518 Wyn Cove Drive  
Vero Beach, Florida 32963

#### ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Clifford B. Shepard, III  
221 Northeast Ivanhoe Boulevard  
Suite 205  
Orlando, Florida 32804

#### ARTICLE VIII - INDEMNIFICATION

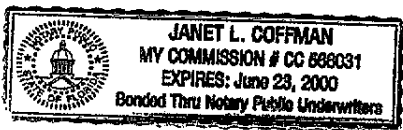
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of May, 2000.

  
Clifford B. Shepard, III, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of May, 2000, by  
Clifford B. Shepard, III, who is personally known to me or who has produced \_\_\_\_\_  
\_\_\_\_\_ as identification and who did take an oath.



NOTARY PUBLIC:

Sign: Janet L. Coffman  
Print: Janet L. Coffman

State of Florida at Large  
My Commission Expires:

Commission No. \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, being the person appointed in the foregoing Articles of Incorporation as  
the registered agent for Vero Pediatrics, P.A., hereby accepts such appointment this 17<sup>th</sup> day of May,  
2000, and states that he/she is familiar with, and accepts, the obligations provided for in §607.0505,  
Florida Statutes.

Clifford B. Shepard, III  
Clifford B. Shepard, III

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