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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 30, 2000

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

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-10/02/00--01121--002
*****78.75 *****78.75

Re: Filing of Articles of Incorporation of Karen Baldwin, M.D.


To Whom It May Concern:

Enclosed for filing please find the original Articles of Incorporation and one copy of same of the above-referenced corporation.

Also enclosed is the filing fee of \$78.75 for filing, designation of registered agent and one certified copy of the Articles as filed.

Please return the certified Articles to the undersigned at the above-referenced address at your earliest convenience. Please call me if you have any questions.

Sincerely,


Amy Lewis Bergen
Attorney at Law

PH 10/4/00✓

**ARTICLES OF INCORPORATION
OF
KAREN BALDWIN, M.D., P.A.**

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Professional Service Corporation Act, hereby adopts the following articles of Incorporation.

ARTICLE I.

NAME

The name of this corporation is KAREN BALDWIN, M.D., P.A.

ARTICLE II.

PURPOSE

This Corporation is organized for the sole purpose and specific purpose of rendering professional medical services; nevertheless, it shall be authorized to transact any or all lawful business as provided by Florida Statutes, Chapter 621, Professional Services Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE III.

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

320 Oakfield Drive, Suite E
Brandon, FL 33511

ARTICLE IV.

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

NUMBER OF SHARES <u>AUTHORIZED</u>	PAR VALUE <u>PER SHARE</u>	CLASS OF <u>STOCK</u>
100	\$1.00	Common

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED OFFICE</u>
Karen Baldwin, M.D.	320 Oakfield Dr., Ste. E Brandon, FL 33511

ARTICLE VI.

DIRECTORS

This corporation shall have no more than five and no less than one director. The initial director of the corporation shall be, Karen Baldwin, M.D. The directors shall be elected as set forth in the Bylaws.

ARTICLE VII.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall the right to purchase his pro rata share thereof at the price at which it is offered to the others.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

Amy Lewis Bergen, Esquire

ADDRESS

2516 Shell Point Road
Tampa, FL 33611

ARTICLE IX.

INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE X

AMENDMENTS

The right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto is reserved to the Board of Directors.

FILED

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 28th day of September, 2000, TALLAHASSEE, FLORIDA

Amy Lewis Bergen, Attorney at Law
Amy Lewis Bergen
Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501(3) F.S.: KAREN BALDWIN, M.D. IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, F.S.

Dated: Sept 28, 2000

Karen Baldwin MD
Karen Baldwin, M.D.