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ROGERS, TOWERS

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Florida Department of State

Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : ROGERS, TOWERS, BAILEY, ET AL
Account Number : 076666002273
Phone : (904) 398-3911
Fax Number : (904) 396-0663

FLORIDA PROFIT CORPORATION OR P.A.

MD Code, Inc.

Certificate of Status	0
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Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
MD CODE, INC.**

ARTICLE I

Name

The name of this corporation is:

MD CODE, INC.

ARTICLE II

Purpose

The nature of the business to be transacted is to provide medical consulting services to doctors and hospitals, and to transact any other lawful business and to exercise all powers granted to corporations by the Business Corporation Act of the State of Florida.

ARTICLE III

Authorized Capital

The total number of shares that this corporation is authorized to issue is One Thousand (1,000) shares of Common Stock, par value of One Dollar (\$1.00) each.

ARTICLE IV

Duration

This corporation will exist perpetually until legally dissolved.

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ARTICLE V**Principal Office; Mailing Address**

The principal office and mailing address of this corporation will be at 9143 Phillips Highway, Suite 535, Jacksonville, Florida 32256, or such other address as the Board of Directors may from time to time designate.

ARTICLE VI**Directors**

The name and address of the member of the first board of directors, who shall hold office for the first year of the existence of the corporation or until such time that a successor is duly elected and shall qualify to serve as director, is as follows:

NAME**ADDRESS**

Terry L. MacMath

9143 Phillips Highway, Suite 535
Jacksonville, Florida 32256**ARTICLE VII****Incorporator**

The name and address of the sole incorporator of the corporation is as follows:

NAME**ADDRESS**

Terry L. MacMath

9143 Phillips Highway, Suite 535
Jacksonville, Florida 32256

ARTICLE VIII

Registered Agent

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation is:

NAME

Terry L. MacMath

ADDRESS


9143 Phillips Highway, Suite 535
Jacksonville, Florida 32256

ARTICLE IX

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 27 day of October, 2000.


Terry L. MacMath
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MD Code, Inc.

2. The name and address of the registered agent and office are:

Terry L. MacMath

9143 Phillips Highway, Suite 535
Jacksonville, Florida 32256

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


Terry L. MacMath

DATE:

10/27/2000

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