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December 26, 2000

FILED
00 DEC 29 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of New Business

To Whom it May Concern,

Enclosed are (1) An original and one copy of Articles of Incorporation, (2) Certificate designating place of business, and (3) a check in payment of incorporation fees as follows:

\$ 35.00 - Filing fee-Profit Corporation
52.50 - Certified Copy
35.00 - Certificate designating registered agent

\$122.50 - Total Check

Please return the certified copy of these Articles of Incorporation to our office at the above address.

Very truly yours,

Marilyn L. Mantor, CPA, PA

Marilyn L. Mantor
Certified Public Accountant

Certificate of Incorporation
of
John P. Guercio, Jr., M.D., P.A.

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ARTICLE I

The name of this corporation shall be: John P. Guercio, Jr., M.D., P.A. and the effective date of this corporation shall be January 1, 2001.

ARTICLE II

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

1. To engage in every phase and aspect of rendering to the public the same professional services a medical doctor under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through its officers and parties and agents who are duly licensed medical doctors.
2. To invest the funds of the corporation in real estate, mortgages, stocks, bonds and other types of investments and to own real estate and personal property necessary for the rendering of such professional services.
3. To do everything necessary and proper for the accomplishment of any of the purposes or the attainment of the objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the furtherance of the purposes or objects of the corporation.

The paragraphs of this Article II shall be construed as both objects and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be one thousand (1,000) shares with a par value of one dollar (\$1.00).

ARTICLE III (continued)

The common stock of the corporation may be issued as "Small Business Corporation" stock in accordance with the plans and provisions of Section 1244 of the Internal Revenue Code.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The initial registered office of this corporation shall be 848 1st Avenue North, Naples, Florida 34102 and the name of the initial registered agent of this corporation at this address shall be John P. Guercio, Jr., M.D.

ARTICLE VI

The principal place of business of this corporation shall be located at:

848 1st Avenue North #220
Naples, FL 34102

ARTICLE VII

The corporation will have no directors and business shall be conducted by the shareholders of this corporation.

ARTICLE VIII

The names and post office addresses of the President, Vice President, Secretary and Treasurer are as follows:

John P. Guercio, Jr., M.D.	848 1 st Avenue North	Pres, VP, Sec., Treas.
	Naples, FL 34102	

ARTICLE IX

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as those for which the corporation was incorporated.

ARTICLE X

The name and address of the subscriber of this Certificate of Incorporation is as follows:

John P. Guercio, Jr., M.D.
848 1st Avenue North # 220
Naples, FL 34102

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the Charter of the above Corporation.

Witness my hand and seal this 26th day of December, 2000

John P. Guercio, Jr.
John P. Guercio, Jr.

State of Florida
County of Collier

Before me, the undersigned notary public, personally appeared – John P. Guercio, Jr. --to me known to be the person described in and who executed the subscribed to the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed and subscribed to the same for the purposes therein expressed. Who is personally known or who produced FL DL # 6620-475-41- as identification.

Dated: 12-26-00

Marilyn L. Mantor
Notary Public

My commission expires:



Certificate of Designation of
Registered Agent/Registered Office

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned 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: John P. Guercio, Jr., M.D., P.A.
2. The name and address of the registered agent and office is:

John P. Guercio, Jr., M.D.
848 1st Avenue North #220
Naples, FL 34102

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.


John P. Guercio, Jr., M.D.

12-26-00
Date