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FLORIDA PROFIT CORPORATION OR P.A.

GREGORY M. SMITH, M.D., P.A.

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ARTICLES OF INCORPORATION  
OF  
GREGORY M. SMITH, M.D., P.A.

The undersigned subscriber, who is duly licensed to practice medicine in the State of Florida, for the purpose of forming a professional corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is:

GREGORY M. SMITH, M.D., P.A.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be 12:01 a.m. on January 22, 2001, and the corporation shall have perpetual existence thereafter.

ARTICLE III - NATURE OF BUSINESS

The corporation is organized to practice medicine and its purposes in furtherance of the practice of such profession are as follows:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor, licensed under the laws of the state of Florida, is allowed to render, but such professional services shall be rendered only through individuals authorized by the laws of the

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State of Florida to render such professional services as individuals.

(b) To invest any funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

(c) To have, in furtherance of the corporate purposes, all of the powers conferred upon corporations organized in the State of Florida, subject to any limitations thereof contained in these Articles of Incorporation, in Chapter 621 of the Florida Statutes, or any laws of the State of Florida.

#### ARTICLE IV - POWERS

The corporation shall have power:

(a) To purchase, sell, lease, let, demise, develop and/or subdivide all real or personal property wheresoever situate.

(b) To purchase and sell for itself and for others, personal property, stocks, bonds and notes, to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidence of value to secure the same.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

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(d) To purchase the corporate assets of any other professional corporation, and engage in the same or other character of business.

(e) To loan the monies of the corporation and to take back mortgages as security therefor on both real and personal property.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

(h) To act as a general partner in general or limited partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

(i) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(j) To have and exercise all powers necessary or convenient to effect its purposes.

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ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be 1196 Mary Lou Lane, Gulf Breeze, FL 32561.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1196 Mary Lou Lane, Gulf Breeze, FL 32561, and the name of its initial Registered Agent at such address is Gregory M. Smith.

ARTICLE VIII - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until his successor is duly elected and qualified, is:

<u>Name</u>	<u>Address</u>
Gregory M. Smith	1196 Mary Lou Lane Gulf Breeze, FL 32561

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ARTICLE IX - SUBSCRIBER

The name and street address of the Incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gregory M. Smith	1196 Mary Lou Lane Gulf Breeze, FL 32561

ARTICLE X- INDEMNIFICATION

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

ARTICLE XI - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever whether or not there is cause for removal.

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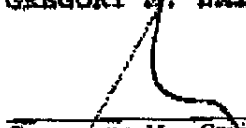
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ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscribers has have executed these Articles on 22 Jan, 2001.

GREGORY M. SMITH, M.D., P.A.

  
\_\_\_\_\_  
Gregory M. Smith, Incorporator

Having been named as Registered Agent and to accept service of process at the place designated in the Articles, I, Gregory M. Smith, 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.

1/22/01  
Date

  
\_\_\_\_\_  
Gregory M. Smith  
Registered Agent

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