James A. Fischette Edwin W. Held, Jr. Charles W. McBurney, Jr. R. Joseph Dill Robert J. Perry, Jr. SUITE 1916 RIVERPLACE TOWER 1301 RIVERPLACE BOULEVARD JACKSONVILLE, FLORIDA 32207-9073

TELEPHONE 904 / 398-7036 FAX NO. 904 / 398-4283 E-MAIL Attorneys@FOHMLaw.com

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Philip C. Owen 1920-1998

January 10, 2001

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

RE: Fara M. Nadal, M.D., P.A.

Gentlemen:

Enclosed please find in duplicate Articles of Incorporation of Fara M. Nadal, M.D., P.A.

We have also enclosed our check for \$78.75, to cover filing fee, registration of registered agent fee and verified copy of the Articles.

I would appreciate your returning the certified copy of the Articles to my attention in due course.

Yours truly,

Jahres A. Fischette

JAF/avw Enclosures

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION OF FARA M. NADAL, M.D., P.A.

The undersigned subscriber to these articles of Professional Service Corporation, a natural person competent to contract, and admitted to practice as a Medical Doctor under the laws of the State of Florida, does hereby form a Professional Service Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Fara M. Nadal, M.D.,

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this Professional Service Corporation is to render professional medical services to the general public and to do all things in connection therewith that are customarily done by a licensed Medical Doctor under the laws of the State of Florida, and, in accordance with the "The Professional Service Corporation and Limited Liability Company Act" of Florida, to invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and may own real or personal property necessary for the rendering of professional services. The business of the corporation shall be limited to the foregoing activities and no others.

ARTICLE III. CAPITAL STOCK

The capital stock of this corporation shall be 5,000 shares of \$1.00 per value common stock. All of said stock shall be

payable in cash, or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation will exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 5555 Ft. Caroline Road, Jacksonville, Florida 32277. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by-laws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTOR / REGISTERED AGENT

The name and post office address of the member of the first Board of Directors and Registered Agent is:

NAME

ADDRESS

Fara M. Nadal, M.D.

5555 Ft. Caroline Road Jacksonville, Florida 32277.

ARTICLE IX. SUBSCRIBER

The name and post office address of the subscriber of these articles of incorporation, the number of shares of stock he agrees to take and the value of the consideration therefore is:

NAME ADDRESS SHARES CONSIDERATION

Fara M. Nadal, M.D. 5555 Ft. Caroline Road 500 \$500.00 Jacksonville, Florida 32277

ARTICLE X. AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of Incorporation be made.

ARTICLE XI. LIMITATIONS ON CORPORATE STOCK

- 1. No one other than an individual who is duly licensed as a Medical Doctor under the laws of the State of Florida may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
- 2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within

the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.

- 3. No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.
- 4. In the event there is more than one shareholder in the corporation, before stock is issued to shareholders they must have negotiated with the other shareholders and/or the corporation a buy-and-sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An executed copy of the buy-and-sell agreement must be filed with the Secretary of the corporation and made a part of the records of the corporation.

IN WITNESS WHEREOF I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file this Articles of

Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this // the day of

STATE OF FLORIDA

COUNTY OF DUVAL

officer the undersigned authority, an duly Before me, acknowledgements administer oaths and take authorized to. personally appeared Fara M. Nadal, M.D. to me well known to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal this /oth day of 2001 at Jacksonville, Florida.

> Print or Type Name) James A F13 elette Notary Public, State of Florida

> > Jan Ma Inlan

November 5, 2000

in Mi Nadalus

My commission expires: James A. Fischette MY COMMISSION # CC582317 EXPIRES

BONDED THRU TROY FAIN INSURANCE, INC. Nadal, do hereby accept "the appointment Fara M. Registered Agent for service of Fara M. Nadal, M.D, P.A.

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