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Mark W. Garrett, P.A.

Attorney at Law

1850 Lee Road, Suite 210
Winter Park, Florida 32789

(407) 647-5880 Telephone

(407) 647-8244 Fax

markgarrett@sprintmail.com

September 19, 2001

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Susan Toth, D.O., P.A.

Gentlemen:

Enclosed is the original and one copy of Articles of Incorporation for the above-named corporation, together with our checks in the total sum of \$78.75 to cover your filing fee and the cost of a certified copy. Please return the certified copy to the undersigned at the above referenced address.

Should you have any questions or require anything further, please feel free to call our office.

Sincerely,

Eileen M. Heasley

Eileen M. Heasley, CLA
Legal Assistant

/emh

Enclosures

FILED
01 SEP 24 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FL 32314

9-25-01
(WC)

**ARTICLES OF INCORPORATION
OF
SUSAN TOTH, D.O., P.A.**

The undersigned incorporator(s), being duly licensed to practice medicine under the laws of the State of Florida, hereby adopt(s) these Articles of Incorporation to form SUSAN TOTH, D.O., P.A. (the "Corporation"), as a corporation under the Professional Service Corporation and Limited Liability Company Act of the Florida Statutes, and other laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation is "SUSAN TOTH, D.O., P.A."

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1241 Alexa Drive, Winter Park, Florida 32789.

**ARTICLE III
PURPOSE**

The Corporation is formed for the sole and specific purpose of rendering professional services in every phase and aspect of the practice of medicine; provided, however, that the Corporation may, in addition, invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real and personal property necessary for the rendering of professional services in the practice of medicine.

**ARTICLE IV
TERM OF EXISTENCE**

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
CAPITAL STOCK**

The total authorized capital stock of the Corporation shall be ten thousand (10,000) shares of common stock having a par value of ten cents (\$0.10) per share.

None of the shares of the Corporation may be issued to anyone other than a professional service corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render professional services in the practice of medicine in the State of Florida.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 1241 Alexa Drive, Winter Park, Florida 32789. The name of the initial registered agent at that address is Susan Toth, D.O.

**ARTICLE VII
BOARD OF DIRECTORS**

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the initial Board of Directors of the Corporation is One (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name(s) and address(es) of the person(s) who are/is to serve as initial Director(s) until the first annual meeting of the shareholders of the Corporation or until successor Directors are/is elected and shall qualify are/is as follows:

Name	Address
Susan Toth, D.O.	1241 Alexa Drive Winter Park, Florida 32789

**ARTICLE VIII
INCORPORATOR(S)**

The name(s) and address(es) of the [sole] incorporator(s) of the Corporation is/are:

Name

Address

Susan Toth, D.O.

1241 Alexa Drive
Winter Park, Florida 32789


**ARTICLE IX
RESTRAINT ON ALIENATION OF SHARES**

No shareholder of the Corporation may sell or transfer stock in the Corporation except to a person who is eligible to be a shareholder of the Corporation, and in compliance with any applicable provisions of the Corporation's bylaws or any shareholders agreement among the Corporation and its shareholders.

**ARTICLE X
DISQUALIFICATION OF SHAREHOLDER TO PRACTICE**

If any shareholder of the Corporation who has been rendering professional services in the practice of medicine to the public becomes legally disqualified to render such professional services in the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon that shareholder's continued rendering of such professional services, that shareholder's shares of the Corporation's stock shall immediately become subject to purchase by the Corporation in accordance with the bylaws of the Corporation.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 19th day of September, 2001.



Susan Toth, D.O., Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in the Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED, this 19th day of September, 2001.


Susan Toth, D.O., Registered Agent

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01 SEP 24 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FL 32399