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**FLORIDA PROFIT CORPORATION OR P.A.**

**Douglas A. St. Clair, M.D., P.A.**

Certificate of Status	0
Certified Copy	1
Page Count	03 (4)
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**DOUGLAS A. ST. CLAIR, M.D., P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a professional service corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is Douglas A. St. Clair, M.D., P.A.

ARTICLE II

This Corporation shall commence upon execution of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to provide medical services to the public and this Corporation shall engage in no other business.

ARTICLE IV

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

ARTICLE V

No person shall own or have any interest in any shares of this Corporation unless he or she is duly licensed to provide medical services in the State of Florida.

ARTICLE VI

Every Shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VII

The initial street address of the principal place of business of the Corporation is 104 Intracoastal Circle, Tequesta, Florida 33469. The initial address in Florida of the initial registered office of this Corporation is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is J. Patrick Anderson.

ARTICLE VIII

The initial Board of Directors shall consist of one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, is as follows:

Douglas A. St. Clair, M.D.  
104 Intracoastal Circle  
Tequesta, Florida 33469

ARTICLE IX

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

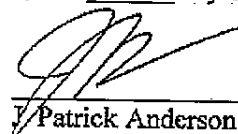
ARTICLE X

The name and address of the initial incorporator is as follows: J. Patrick Anderson, 930 South Harbor City Boulevard, Suite 505, Melbourne, FL 32901.

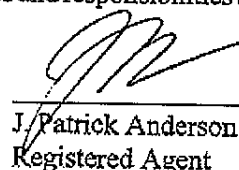
ARTICLE XI

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 9th day of January, 2002.

  
J. Patrick Anderson

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
J. Patrick Anderson  
Registered Agent

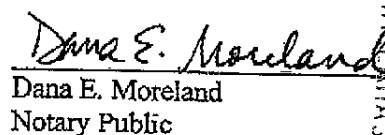
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared J. Patrick Anderson to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 9th day of January, 2002.



Dana E. Moreland  
My Commission DD068804  
Expires November 04 2005

  
Dana E. Moreland  
Notary Public

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