

Law Office Of
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January 5, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-01/08/02--01046--003
*****78.75 *****78.75

RE: DR. DOUGLAS F. SMITH, P.A.

TO WHOM IT MAY CONCERN:

Enclosed with this letter, to be filed with the Division of Corporations, Department of State, are the Articles of Incorporation for DR. DOUGLAS F. SMITH, P.A. together with the corresponding check in the amount of \$78.75 to cover Filing Fees, Registered Agent Designation and Certified Copy..

Please return the certified copy to this office

Sincerely,



C. Anthony Rumore, Esq.
Corporate Counsel

FILED
02 JAN -8 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-11-02
msf

**ARTICLES OF INCORPORATION
OF**

DR. DOUGLAS F. SMITH, P.A.

**ARTICLE I
NAME**

The name of this corporation is: DR. DOUGLAS F. SMITH, P.A.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The street and mailing address of the corporation's initial principal office is:

540 East McNab Road
Suite: C
Pompano Beach, FL 33060

**ARTICLE III
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The specific purpose of the corporation is the practice of medicine.

**ARTICLE IV
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

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TALLAHASSEE, FLORIDA

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

C. Anthony Rumore, Esq.
540 East McNab Road
Suite: C
Pompano Beach, FL 33060

**ARTICLE VII
DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time according to the bylaws. The initial director shall be:

Douglas F. Smith
540 East McNab Road
Suite: C
Pompano Beach, FL 33060

**ARTICLE VIII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE IX OTHER PROVISIONS

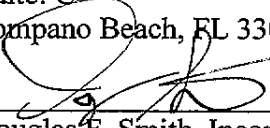
Corporation Type. The corporation will be a Sub Chapter S Corporation under Chapter 1244 Provisions.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

ARTICLE X INCORPORATORS

The names and residence addresses of the incorporators are:

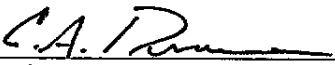
Douglas F. Smith
540 East McNab Road
Suite: C
Pompano Beach, FL 33060



Douglas F. Smith, Incorporator

1/3/02
Date

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.



C. Anthony Rumore

1/3/02
Date

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