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Law Office  
of  
**GREGORY D. LERCH**  
ATTORNEY AND COUNSELOR AT LAW

GREGORY D. LERCH\*

OF COUNSEL:  
ANTHONY M. NARDELLA  
FREDERICK H. NELSON  
(\*ADMITTED IN FLORIDA, MARYLAND AND DC)

1081 SANDY LANE  
LONGWOOD, FLORIDA 32779

TELEPHONE (407) 869-0020  
FACSIMILE (407) 869-8688

February 20, 2002

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

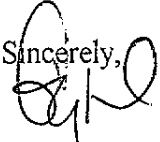
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: APOPKA FAMILY HEALTH CENTER, P.A.

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. I have also enclosed a check in the amount of \$78.75 for the requisite filing fee and certificate. Please send the certificate to:

Law Offices of Gregory Lerch  
1081 Sandy Lane  
Longwood, Florida 32779

I can be reached at (407) 869-0020 if you have any further questions. Thank you in advance for your cooperation.

Sincerely,  
  
Gregory Lerch

GDL/kl  
enclosures

FILED  
02 FEB 28 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6836

**ARTICLES OF INCORPORATION**  
**OF**  
**APOPKA FAMILY HEALTH CENTER, P.A.**

**FILED**  
**02 FEB 28 PM 3:37**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract and being duly licensed to practice law under the laws of the state of Florida, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation under the Professional Service Corporation and Limited Liability Company Act, Florida Statutes, Chapter 621, and other laws of the state of Florida, and does hereby agree and certify as follows:

**ARTICLE I**  
**NAME**

The name of this Professional Service Corporation shall be APOPKA FAMILY HEALTH CENTER, P.A. (hereinafter "Professional Service Corporation").

**ARTICLE II**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

This Professional Service Corporation shall commence corporate existence immediately upon filing with the Florida Department of State, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSES AND GENERAL POWERS**

The Professional Service Corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the Professional Service Corporation may invest the funds of the Professional Service Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services and may engage in the transaction of any and all lawful business. This Professional Service Corporation shall have all of the powers enumerated in the Professional Service Corporation and Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees.

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Professional Service Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Professional Service Corporation and Limited Liability Company Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, retirement plans, benefit plans, stock option plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(s) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(t) To have and exercise all powers necessary or convenient to effect its general purpose.

#### ARTICLE IV

## CAPITAL STOCK

### 1. Number and Class of Shares Authorized Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| <u>Number of<br/>Shares Authorized</u> | <u>Par Value<br/>Per Share</u> |
|----------------------------------------|--------------------------------|
| 1,000                                  | \$.01                          |

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Professional Service Corporation.

None of the shares of the Professional Service Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

### 2. Voting Rights.

Shareholders shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held.

### 3. Preemptive Rights.

Each shareholder of the Professional Service Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Professional Service Corporation or of any stock of the Professional Service Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which George M. Elias, D.O., already holds, to purchase her pro rata or any other share of such stock at the same price it is offered to others or any other price.

### 4. Restraint On Alienation Of Shares

The shareholders of the Professional Service Corporation shall have the power to include in the Bylaws, or by separate agreement adopted by a majority of the shareholders of the Professional Service Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Professional Service Corporation by any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the Professional Service Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the

Professional Service Corporation may sell or transfer stock in the Professional Service Corporation except to another individual who is eligible to be a shareholder of the Professional Service Corporation, and sale or transfer may only be made after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice in the state of Florida, is elected to public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall be immediately become subject to purchase by the Professional Service Corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered and principal office of this Professional Service Corporation shall be located at 3991 Haynes Circle, Casselberry, Florida, 32707, and the initial registered agent of the Professional Service Corporation at that address shall be George M. Elias, D.O. The Professional Service Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This Professional Service Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws. The name and street address of the initial director of this Professional Service Corporation is:

George M. Elias, D.O.  
3991 Haynes Circle  
Casselberry, Florida, 32707

ARTICLE VII  
INCORPORATORS

The name and street address of the person signing these Articles as Incorporators is:

George M. Elias, D.O.  
3991 Haynes Circle  
Casselberry, Florida, 32707  
President

ARTICLE VIII  
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE IX  
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Professional Service Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X  
CONFLICTS OF INTEREST

No contract or other transaction between this Professional Service Corporation and any other corporation, and no act of this Professional Service Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Professional Service Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Professional Service Corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Professional Service Corporation who is also a director or an officer of such other Professional Service Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Professional Service Corporation which shall authorize any such contract or transaction with like force and effect as if he or she were not such a director or officer of such other corporation, or not so interpreted.

ARTICLE XI  
LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Professional Service Corporation's debts to any extent.

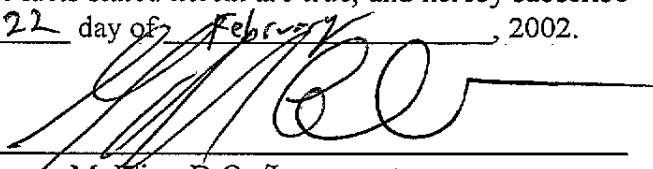
ARTICLE XII  
AMENDMENT

This Professional Service Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII  
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

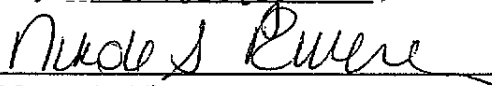
IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the Professional Service Corporation and Limited Liability Company Act, Florida Statutes, Chapter 621, and other laws of the state of Florida, to do business both within and without the State of Florida, does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set her hand and seal this 22 day of February, 2002.

  
\_\_\_\_\_  
George M. Elias, D.O. /Incorporator  
President and Director

STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared George M. Elias D.O., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22 day of February, 2002.

  
\_\_\_\_\_  
Nikole S. Rivera  
Notary Public

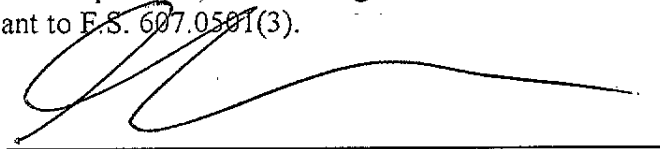
My Commission Expires: 6/25/04



Nikole S. Rivera  
Commission # CC 94399  
Expires June 25, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for APOPKA FAMILY HEALTH CENTER, P.A., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



George M. Elias, D.O.

2/22/02

Date

FILED

02 FEB 28 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA