P02000043577

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
Tallahassee, FL 32314

Date: March 27, 2002

200005272392--9
-04/15/02--01053--005
*****70.00 *****70.00

Dear Sir/Madam:

Please accept these 2 copies of the Articles of Incorporation. Please date/stamp one copy and return it to me.

Enclosed is $70.00 payable to the FL. Department of State for the incorporation fees.

Thank you.

FILED
02 APR 15 PM 6:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Robert Duncan III

Robert Duncan III
President of Corporation

9-4/22

ARTICLES OF INCORPORATION
for
<u>DUNCAN CLINICAL SPECIALITIES, INC.</u>

The undersigned subscriber to the Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1. - NAME

The name of the Corporation is **DUNCAN CLINICAL SPECIALITIES, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under The laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is **837 SE 3rd Terrace, Cape Coral, FL 33990** and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Robert Duncan III
837 SE 3rd Terrace
Cape Coral, FL 33990

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	**Robert Duncan III**
Vice President:	**Robert Duncan III**
Secretary:	**Robert Duncan III**
Treasurer:	**Robert Duncan III**

Whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Robert Duncan III

Whose address shall be the same as the principal office of the Corporation.

837 SE 3rd Terrace
Cape Coral, FL 33990

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, each share having the par value of ONE DOLLAR ($1.00)

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holder of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board Of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board Of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporations.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles Of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other right, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal Office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is located at **837 SE 3rd Terrace, Cape Coral, FL 33990.** The name and address of the registered agent of this Corporation is **Robert Duncan III, 837 SE 3rd Terrace, Cape Coral, FL 33990.**

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of The Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statue of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

I, **Robert Duncan III** do hereby verify that these are copies of Articles of Incorporation filed with the Secretary of State of Florida and do hereby accept designation as Registered Agent for the Corporation **DUNCAN CLINICAL SPECIALITIES, INC..** and shall use the following address for all correspondence: Registered Agent **Robert Duncan III, 837 SE 3rd Terrace, Cape Coral, FL 33990.**

Signed this 27th Day of March, 2002

Robert Duncan III

Robert Duncan III