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RISSMAN, WEISBERG, BARRETT, HURT,
DONAHUE & McLAIN, P. A.
ATTORNEYS AT LAW

STEVEN A. RISSMAN
RICHARD H. WEISBERG
ROBERT C. BARRETT
JENNINGS L. HURT III
ROBERT A. DONAHUE
JOHN E. McLAIN III
RICHARD S. WOMBLE
JOHN P. DALY
HILLAREY A. McCall
STACIE B. GREENE
KATHLEEN S. CUMMING
THEODORE N. GOLDSTEIN
RAYMOND A. LOPEZ
VANCE R. DAWSON
KELLY HYDE-DELAITRE
RICHARD B. MANGAN JR
HENRY W. JEWETT II
MARY GANNON-McMURRY
DANIEL M. POLLACK
ART C. YOUNG

201 EAST PINE STREET
15TH FLOOR
P.O. BOX 4940
ORLANDO, FLORIDA 32802-4940
TELEPHONE (407) 839-0120
TELECOPIER (407) 841-9726
ORLANDO@RISSMAN.COM

BANK OF AMERICA PLAZA
101 EAST KENNEDY BOULEVARD
SUITE 1900
TAMPA, FLORIDA 33602
TELEPHONE (813) 221-3114
TELECOPIER (813) 221-3033
TAMPA@RISSMAN.COM

CITRUS FINANCIAL CENTER
1717 INDIAN RIVER BOULEVARD
SUITE 201
VERO BEACH, FLORIDA 32960
TELEPHONE (772) 569-7960
TELECOPIER (772) 569-4513
VERO@RISSMAN.COM

WWW.RISSMAN.COM

PLEASE REPLY TO: ORLANDO

OF COUNSEL

ROBERT J. JACK
DAVID H. POPPER

ADMINISTRATOR
W. SCOTT PETERSON

September 13, 2002

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

RE: Marcia D. Gayoso, M.D., P.A.
Our File No.: 700287

Ladies and Gentlemen:

Enclosed for filing on behalf of the above-referenced Professional Association is one original Articles of Incorporation. Also enclosed is our client's check in the amount of \$70.00 as payment of the \$35.00 filing fee and \$35.00 registered agent designation fee.

In addition, enclosed is a duplicate copy of the Articles of Incorporation. Please date stamp the enclosed duplicate copy and return it to us. We do not need a certified copy.

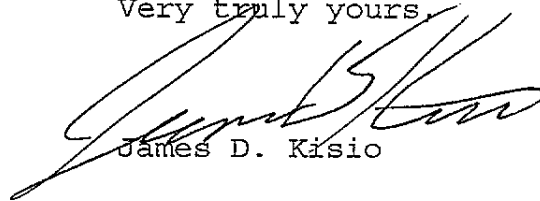
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
R. CLIFTON ACORD II
KARLA M. AHRENS
ROBERT D. BARTELS
DAVID K. BEACH
REBECCA L. BENCH
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F. PAUL TIPTON
KAREN M. WALKER
DAVID T. WHITE III
LESLIE S. WHITE
PAUL N. WHITE-DAVIS

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If you have any questions regarding the enclosed, please contact the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "James D. Kisio", written over the typed name.

James D. Kisio

JDK/efw

Enclosures

cc: Dr. Marcia D. Gayoso

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ARTICLES OF INCORPORATION

of

MARCIA D. GAYOSO, M.D., P.A.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, who is licensed and otherwise legally authorized to practice medicine in the State of Florida, intends to form a professional corporation in accordance with the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name. The name of this corporation is **Marcia D. Gayoso, M.D., P.A.**

ARTICLE II

Principal Office and Mailing Address. The street address of the principal office and the mailing address of the Corporation is 2342 Treymore Drive, Orlando, Florida 32825.

ARTICLE III

Purpose. The purposes for which this Corporation is formed are:

1. To engage in the practice of medicine as a professional corporation and to own and operate a medical office for the purposes of providing medical care and treatment.
2. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.
3. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE IV

Capital Stock. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

Term of Existence. This corporation shall have perpetual existence.

ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 2342 Treymore Drive, Orlando, Florida 32825, and the name of the initial registered agent of this Corporation at the address is Marcia D. Gayoso, M.D.

ARTICLE VII

Limitation on Issuance and Transfer of Stock. This Corporation shall not issue any of its capital stock, nor shall any shareholder of this Corporation sell or transfer his shares in the Corporation, to anyone not licensed to practice medicine in the State of Florida.

ARTICLE VIII

Number of Directors. The Board of Directors of this Corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the shareholders in accordance with the Bylaws of the Corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IX

Initial Board of Directors. The name and street address of each member of this Corporation's first Board of Directors are as follows:

Name

Address

Marcia D. Gayoso, M.D.

2342 Treymore Drive
Orlando, Florida 32825

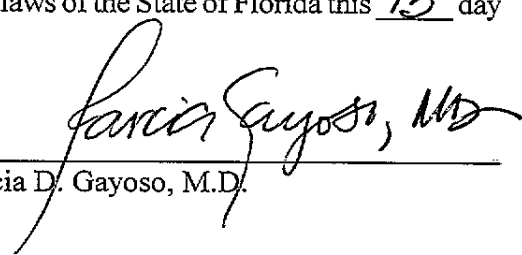
ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE XI

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 13 day of September 2002.



Marcia D. Gayoso, M.D.

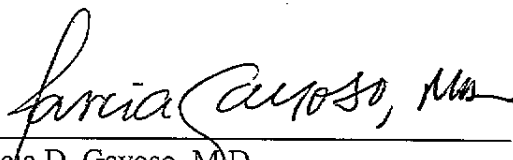
CERTIFICATE OF DESIGNATION
of
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 Florida Statutes, the undersigned Professional Association submits the following statement in designating the registered office/registered agent, in the State of Florida:

- (1) The name of the Professional Association is Marcia D. Gayoso, M. D., P.A.
- (2) The name and address of the registered agent and office is Marcia D. Gayoso, M.D., 2342 Treymore Drive, Orlando, Florida 32825.

Having been named as registered agent and to accept service of process for the above-named Professional Association 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.

Dated this 13 day of September 2002.



Marcia D. Gayoso, M.D.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA