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LAW OFFICES OF
KENNEDY & ASSOCIATES, P.L.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To Matters of Federal Tax Law

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*****78.75 *****78.75

September 23, 2002

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

Re: FRANCESCO CALLIPARI, M.D., P.A.

Dear Sir or Madam:

Enclosed is one (1) original and one (1) copy of the Articles of Incorporation and Registered Agent forms for the above captioned corporation.

Please file the original and return a certified copy to this office using the provided self-addressed, stamped envelope. Also enclosed is a check in the amount of \$78.75 for the following:

| | |
|---|--------------|
| Receiving, filing and indexing Articles of Incorporation | \$ 35.00 |
| Certified copy of Articles of Incorporation | 8.75 |
| Registered Agent Fee | <u>35.00</u> |
| TOTAL | \$78.75 |

9-27-02
[Signature]

Secretary of State
Division of Corporations
September 23, 2002
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If you have any questions, please do not hesitate to contact me.

Sincerely,

KENNEDY & ASSOCIATES, P.L.


Paul T. Trinley

PTT/tas
Enclosures

**ARTICLES OF INCORPORATION
OF
FRANCESCO CALLIPARI, M.D., P.A.**

FILED
02 SEP 24 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopts the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is **FRANCESCO CALLIPARI, M.D., P.A.**

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of practicing medicine and the rendition of medical services and transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

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

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 660 Glades Rd., Suite 340, Boca Raton, FL 33431 and the name of the initial Registered Agent at that address is Francesco Callipari, M.D.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

Name

Address

Francesco Callipari, M.D.

660 Glades Rd.
Suite 340
Boca Raton, FL 33431

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The names and addresses of the members of the first Board of Directors are:

Name

Address

Francesco Callipari, M.D.

660 Glades Rd.
Suite 340
Boca Raton, FL 33431

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 20th day of September, 2002.

By:



Francesco Callipari, M.D.,
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

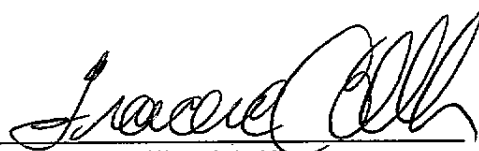
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In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that FRANCESCO CALLIPARI, M.D., P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 660 Glades Rd., Suite 340, Boca Raton, FL 33431.

Second, named Francesco Callipari, M.D., located at 660 Glades Rd., Suite 340, Boca Raton, FL 33431, as its Agent to accept service of process within Florida.



Francesco Callipari, M.D.,
Incorporator

Date: 09/20/02

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.



Francesco Callipari, M.D., Registered Agent

Date: 09/20/02