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TRANSMITTAL MEMORANDUM

TO: **FLORIDA DEPARTMENT OF STATE
CORPORATIONS DIVISION
P. O. BOX 6327
TALLAHASSEE, FL 32314**

DATE: October 15, 2002

RE: **Josette Romain, M.D., P.A.**

FILE NO. W-53,094

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. Original and One Copy of Articles of Incorporation;
2. Check for \$78.75 for filing and certified copy fee;
3. Stamped, self-addressed return envelope.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 18 AM 10:11

PLEASE TAKE THE FOLLOWING ACTION:

Please file the Articles. Certify the copy and return it to my office in the envelope provided.

THANK YOU.

STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.
Attorneys at Law
Post Office Box 4848
Sanford, Florida 32772-4848
Telephone: (407) 322-2171
Orlando: (407) 834-5119
FAX: (407) 330-2379


FRANK C. WHIGHAM, ESQUIRE

10-21-02
WPC

ARTICLES OF INCORPORATION

OF

JOSETTE ROMAIN, M.D., P.A.

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02 OCT 18 AM 10:11

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, associates herself with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I - NAME

The name of this corporation is JOSETTE ROMAIN, M.D., P.A. located at 1403 Medical Plaza Drive, Ste. 302, Sanford, Florida 32771.

ARTICLE II - PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 1403 Medical Plaza Drive, Ste. 302, Sanford, Florida 32771, and the name of the initial Registered Agent of this corporation located at that address is JOSETTE ROMAIN.

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing with the filing of these Articles of Incorporation by the Florida Department of State pursuant to the laws of the State of Florida.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes:

- a. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.

b. 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 the professional medical services.

c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws 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 licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock at \$1.00 par value, which shall be designated "Common Shares".

ARTICLE VI - POWERS

This corporation shall have all of the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VII - INCORPORATOR

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

JOSETTE ROMAIN

1403 Medical Plaza Drive, Ste. 302
Sanford, FL 32771

ARTICLE VIII - BOARD OF DIRECTORS

(1) director initially. The name and address of the initial director of this corporation is:

JOSETTE ROMAIN

1403 Medical Plaza Drive, Ste. 302
Sanford, FL 32771

The initial director shall hold office until his successor is elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles or incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE IX - AMENDMENT

This 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 9th day of October, A.D., 2002.

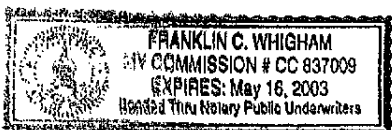



JOSETTE ROMAIN

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me by JOSETTE ROMAIN, personally known to me, this 9th day of October, A.D., 2002.

(Affix Notary Seal)





Notary Public-State of Florida

Print Name: Franklin C. Whigham

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

JOSETTE ROMAIN, M.D., P.A.

In pursuance to Chapter §48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That JOSETTE ROMAIN, M.D., P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1403 Medical Plaza Drive, Ste. 302, Sanford, FL 32771 has named JOSETTE ROMAIN located at 1403 Medical Plaza Drive, Ste. 302, Sanford, County of Seminole, State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JOSETTE ROMAIN

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