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DIVISION OF CORPORATION

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TALLAHASSEE FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Michael S. Varone MD PA

Signature _____

Requested by: _____

Name

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**ARTICLES OF INCORPORATION
OF
MICHAEL S. VARONE, M.D., P.A.
A PROFESSIONAL SERVICE CORPORATION**

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TALLAHASSEE FLORIDA

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The undersigned, duly licensed to practice medicine in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation shall be:

MICHAEL S. VARONE, M.D., P.A.

**ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation shall commence its existence as of the date of filing of these Articles.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of the corporation shall be at 1 Lambert Cove, Flagler Beach, FL 32136.

**ARTICLE IV
REGISTERED AGENT**

The name and address of the Corporation's registered agent is:

Marshall H. Barkin
149 S. Ridgewood Avenue, Suite 710
Daytona Beach FL 32114

**ARTICLE V
PURPOSE**

The purpose for which the Corporation is organized shall be to engage in the practice of medicine within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

**ARTICLE VI
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE VII
PROFESSIONAL SERVICES**

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of medical practice.

**ARTICLE VIII
INCORPORATOR**

The name and post office address of the incorporator is:

MICHAEL S. VARONE, M.D.
1 Lambert Cove
Flagler Beach, FL 32136

**ARTICLE IX
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to have outstanding is one hundred (100), all of which shall be common shares with par value of \$1.00 per share.

**ARTICLE X
AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 20th day of December, 2002.


MICHAEL S. VARONE, M.D., Incorporator

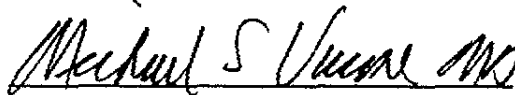
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **MICHAEL S. VARONE, M.D., P.A.**
2. The name and address of the registered agent and office is:

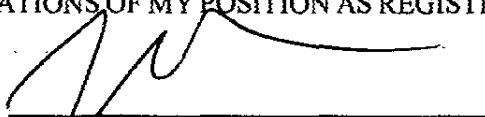
MARSHALL H. BARKIN
149 S. Ridgewood Avenue, Suite 710
Daytona Beach FL 32114



MICHAEL S. VARONE, M.D.

Date: December 20, 2002

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.



Marshall H. Barkin

Date: 12-26, 2002

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