

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**MARK J. KATZENSTEIN, M.D., P.A.**

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ARTICLES OF INCORPORATION
OF
MARK J. KATZENSTEIN, M.D., P.A.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a doctor of medicine duly licensed to render medical services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation and Limited Liability Company Act, and other laws of the State of Florida.

1. Name. The name of the Corporation is **MARK J. KATZENSTEIN, M.D., P.A.** (the "Corporation").

2. Nature of Business. The general nature of the business to be transacted by the Corporation is:

(a) To engage in every phase and aspect of the business of rendering medical services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render, provided such medical services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render medical services.

(b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary for the rendering of professional medical services.

(c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations,

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firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

3. Capital Stock. The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock, having a par value of \$1.00 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to render medical services in the State of Florida.

4. Term of Existence. The Corporation shall have perpetual existence.

5. Principal Office. The initial principal place of business and mailing address of this Corporation shall be: 129 East Redstone Avenue, Suite A, Crestview, Florida 32539.

6. Address of Registered Office and Name of Registered Agent. The street address of the initial registered office of this Corporation in the State of Florida is 129 East Redstone Avenue, Suite A, Crestview, Florida 32539., and the name of the initial registered agent of the Corporation at that address shall be MARK J. KATZENSTEIN, M.D.

7. Directors. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

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MARK J. KATZENSTEIN, M.D.
129 East Redstone Avenue, Suite A
Crestview, Florida 32539

8. Incorporator. The name and street address of the person signing the Articles of Incorporation, who is a doctor of medicine licensed under the laws of the State of Florida to render services as such, is:

MARK J. KATZENSTEIN, M.D.
129 East Redstone Avenue, Suite A
Crestview, Florida 32539

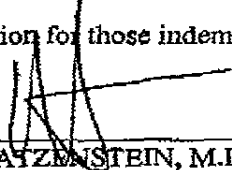
9. Corporate Powers. This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, except to the extent that any provision of such act is in conflict with the Professional Service Corporation and Limited Liability Company Act, in which case such Professional Service Corporation and Limited Liability Company Act shall prevail.

10. Indemnification. This Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, except to the extent that any provision of such act is in conflict with the Professional Service Corporation and Limited Liability Company Act, in which case such Professional Service Corporation and Limited Liability Company Act shall prevail, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in

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his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.


MARK J. KATZENSTEIN, M.D., Sole
Incorporator

Dated: 12/20/2002

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR MARK J. KATZENSTEIN, M.D., P.A., A FLORIDA PROFESSIONAL CORPORATION, (THE "CORPORATION"), IN THE FOREGOING ARTICLES OF INCORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT, ON BEHALF OF THE CORPORATION, AND ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND AGREES TO ACCEPT THE OBLIGATIONS AND RESPONSIBILITIES IMPOSED UPON REGISTERED AGENTS FOR THE CORPORATION AND FURTHER AGREES TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND TO ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


MARK J. KATZENSTEIN, M.D.

Dated: 12/30, 2002

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