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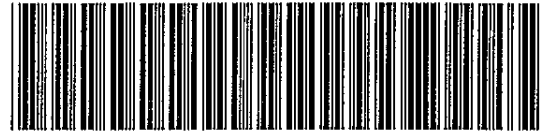
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SEC. OF STATE  
TALLAHASSEE, FLORIDA

VI

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PLEASE REPLY TO:  
POST OFFICE DRAWER 2366  
WINTER PARK, FLORIDA 32790-2366  
FACSIMILE (407) 740-0310

December 17, 2002

**VIA REGULAR MAIL**

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

Re: Articles of Incorporation of Jeffrey R. Smith, M.D., P.A.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Jeffrey R. Smith, M.D., P.A., together with a check for \$78.75 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd

Enclosures

cc: Jeffrey R. Smith, M.D.

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FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

December 23, 2002

WILLIAM P. WEATHERFORD, JR.  
MARLOWE & WEATHERFORD, P.A.  
POST OFFICE DRAWER 2366  
WINTER PARK, FL 32789-3738

SUBJECT: JEFFREY R. SMITH, M.D., P.A.  
Ref. Number: W02000035721

We have received your document for JEFFREY R. SMITH, M.D., P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

An effective date may be added to the Articles of Incorporation **if a 2003 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram  
Document Specialist  
New Filing Section

Letter Number: 602A00067158

ARTICLES OF INCORPORATION

OF

JEFFREY R. SMITH, M.D., P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract and a Medical Doctor duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation shall be JEFFREY R. SMITH, M.D., P.A. The principal office and mailing address for this corporation shall be located at 77 West Underwood Street, 2<sup>nd</sup> Floor, Orlando, Florida 32805.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by Jeffrey R. Smith, M.D., P.A., this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Medical Doctor duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

C. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

#### ARTICLE IV - REGISTERED AGENT

The initial Registered Agent of this corporation shall be William P. Weatherford, Jr., Esquire, whose business office is identical with the corporation's registered office set forth below.

#### ARTICLE V - ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 1031 West Morse Boulevard, Suite 105, Winter Park, Florida 32789.

#### ARTICLE VI - TERM OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

#### ARTICLE VII - BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be one (1).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Directors, but shall never be less than one (1).
- C. The name and street address of the initial member of the Board of Directors, to hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified, is:

Name

Street Address

Jeffrey R. Smith, M.D.

77 W. Underwood Street, 2<sup>nd</sup> Floor  
Orlando, Florida 32805

- D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

- E. Each Director shall be a Medical Doctor duly licensed to render services as such under the laws of the State of Florida.

#### ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Street Address

William P. Weatherford, Jr.

1031 W. Morse Boulevard, Suite 105  
Winter Park, Florida 32789

#### ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Medical Doctor under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### ARTICLE X - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation shall be vested in the Board of Directors and the shareholders.


#### ARTICLE XI - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner 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 shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1<sup>st</sup> day of January, 2003.

  
\_\_\_\_\_(SEAL)  
William P. Weatherford, Jr.

Having been named Registered Agent for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Signature:   
William P. Weatherford, Jr.

Date: January 15<sup>th</sup> 2003

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA