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Division of Corporations

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## Florida Department of State

Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

Robert A. Posniak, M.D., P.A.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
ROBERT A. POSNIAK, M.D., P.A.**

The undersigned incorporator, a natural person competent to contract and a Doctor of Medicine 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 is Robert A. Posniak, M.D., P.A. The principal office and mailing address for this corporation is 10816 Boca Point Drive, Orlando, Florida 32836.

**ARTICLE II - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services will 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. 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 five hundred (500) shares of common stock having a par value of One Dollar (\$10.00) per share.

### **ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE**

The initial street address of the registered office of this Corporation in the State of Florida is 10816 Boca Point Drive, Orlando, Florida 32836. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Robert A. Posniak, M.D. The Board of Directors may from time to time designate a new registered agent.

### **ARTICLE V - TERM OF EXISTENCE**

This corporation will commence its existence on March 1, 2003, and it will exist perpetually unless dissolved according to law.

### **ARTICLE VI - BOARD OF DIRECTORS**

- A. The initial number of Directors of this corporation is one (1).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but will 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 her successor is elected or appointed and has qualified, are:

<u>Name</u>	<u>Street Address</u>
Robert A. Posniak, M.D.	10816 Boca Point Drive Orlando, Florida 32836

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

E. Each Director will be a Doctor of Medicine or a Doctor of Osteopathy duly licensed to render services as such under the laws of the State of Florida.

#### **ARTICLE VII - INCORPORATOR**

The following is the name and street address of the person signing these Articles of Incorporation, who is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Street Address</u>
Robert A. Posniak, M.D.	10816 Boca Point Drive Orlando, Florida 32836

#### **ARTICLE VIII - SHAREHOLDERS**

Shares of this corporation's capital stock will be issued only to individuals who are duly licensed to render services as a Doctor of Medicine or a Doctor of Osteopathy under the laws of the State of Florida. No shareholder of this corporation may sell or transfer her shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation will 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.

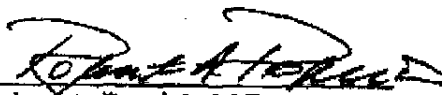
**ARTICLE IX - BYLAWS**

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

**ARTICLE X - INDEMNIFICATION**

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27<sup>th</sup> day of February, 2003.

  
Robert A. Posniak, M.D.

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:   
Robert A. Posniak, M.D.

Date: February 27, 2003