

Division of Corporations

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*P03000024356*Florida Department of State  
Division of Corporations  
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Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
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## FLORIDA PROFIT CORPORATION OR P.A.

GRACE H. YOO, M.D. AND GERALD A. ROSS, D.O., P.A.

Certificate of Status	0
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Ross and Yoo Articles of Organization for 2nd FLPA

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ARTICLES OF INCORPORATION  
OF

GRACE H. YOO, M.D. AND GERALD A. ROSS, D.O., P.A.

In Compliance with Chapter 607 and Chapter 621, Florida Statutes

The undersigned, a natural person of the age of eighteen years or over, desiring to form a professional service corporation within the meaning of Florida Statutes, Chapter 621 and the applicable provisions of Florida Statutes, Chapter 607, hereby certifies as follows:

ARTICLE I  
NAME

The name of the Corporation is:

GRACE H. YOO, M.D. AND GERALD A. ROSS, D.O., P.A.

ARTICLE II  
PRINCIPAL OFFICE

The principal place of business/mailling address is:

1850 Fountainview Blvd.  
Port St. Lucie, St. Lucie County, Florida 34986

ARTICLE III  
PURPOSE

The purposes for which it is formed are as follows:

To practice, through individuals authorized by law, the profession of medicine.

To own real or personal property necessary for the rendering of the professional services which the Corporation is authorized to perform and to invest its funds in real estate, mortgages, stocks, bonds or other types of investments.

In furtherance of its corporate business, the Corporation shall have authority to pay pensions, establish and carry out pension, profit sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees, and to exercise all of the powers conferred by Chapters 607 and 621 of the Florida Statutes upon corporations formed thereunder, subject to

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any limitations contained in these specified Chapters or in accordance with the provisions of any other statute of the State of Florida.

ARTICLE IV  
SHARES

The number of shares of stock is:

One thousand (1,000), all of which are to be with no par value, to be issued or transferred only to individuals authorized by law to practice, in the State of Florida, the profession which this Corporation is authorized to practice.

ARTICLE V  
INITIAL OFFICERS AND DIRECTORS

The name and residence address of the original officers and directors, who are duly authorized to practice medicine in the State of Florida are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Gerald A. Ross, D.O.	President, Secretary	26 Elaine Drive Kingston, NY 12401
Grace H. Yoo, M.D.	Vice President, Treasurer	26 Elaine Drive Kingston, NY 12401

ARTICLE VI  
REGISTERED AGENT

The name and Florida street address of the registered agent is:

National Corporate Research, LTD., Inc.  
103 North Meridian Street  
Tallahassee, Florida 32301

ARTICLE VII  
INCORPORATOR

The names and addresses of the Incorporators are:

Grace H. Yoo, M.D.	26 Elaine Drive Kingston, NY 12401
Gerald A. Ross, D.O.	26 Elaine Drive Kingston, NY 12401

ARTICLE VIII  
LIABILITY OF DIRECTORS/OFFICERS

To the fullest extent now or hereafter provided for or permitted by law, directors and/or

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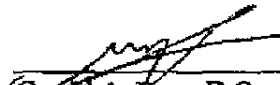
officers shall not be liable to the Corporation or its shareholders for damages for any breach of duty in their capacity as directors and/or officers.

**ARTICLE IX**  
**SHAREHOLDER'S AGREEMENT**

The shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of officers or directors, or other matters. Such an agreement, if signed by all of the stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury this 25 day of FEBRUARY, 2003..

  
Grace H. Yoo, M.D.  
26 Elaine Drive  
Kingston, NY 12401  
Incorporator

  
Gerald A. Ross, D.O.  
26 Elaine Drive  
Kingston, NY 12401  
Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Name: Karen McKean  
Title: Assistant Secretary  
On Behalf of Registered Agent:  
National Corporate Research, LTD., Inc.  
103 North Meridian Street  
Tallahassee, Florida 32301

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