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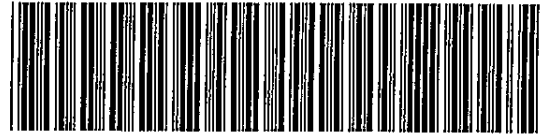
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TALLAHASSEE, FLORIDA
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FRED ELEFANT, P. A.

ATTORNEY AT LAW

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March 5, 2003

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Dennis McDonagh, M.D., P.A.

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation for Dennis McDonagh, M.D., P.A.

After you have filed the original of the Articles, please certify and return the copy to me. Enclosed is our check in the amount of \$78.75 for the filing fee.

Sincerely,



Fred Elephant

FE/lc
Enclosures

**ARTICLES OF INCORPORATION
OF
DENNIS McDONAGH, M.D., P.A.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03/12/10 PM 2:55

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

EFFECTIVE DATE
3-5-03

**Article I
Name and Address**

Section 1.1. Name. The name of this corporation shall be Dennis McDonagh, M.D., P.A.

Section 1.2. Address of Principal Office. The address of the principal office of the corporation is 2636 Forest Circle, Jacksonville, Florida 32257.

Section 1.3. Mailing Address. The mailing address of the corporation is 2636 Forest Circle, Jacksonville, Florida 32257.

**Article II
Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, March 5, 2003, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article III
Purposes**

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**Article IV
Capital Stock**

Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,000 shares of voting common stock having a par value of \$1.00 per share.

Article V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **1650 Prudential Drive, Suite 105, Jacksonville, Florida 32207**, and the name of the initial registered agent of this corporation at that address is **Fred Elephant**.

Article VI
Directors

Section 6.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1).

Section 6.2. Initial Director. The name and street address of the member of the initial board of directors of the corporation are:

Dennis McDonagh, M.D., P.A.
2636 Forest Circle
Jacksonville, Florida 32257

Article VII
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII
Incorporator

The name and street address of the incorporator of this corporation are:

Fred Elephant
1650 Prudential Drive, Suite 105
Jacksonville, Florida 32207

Article IX
Indemnification

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article X
Restraint on Alienation of Shares

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

Article XI
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 5th day of March, 2003.



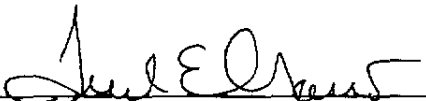
FRED ELEFANT, Incorporator

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

DENNIS McDONAGH, M.D., P.A., desiring to organize or qualify under the laws of the State of Florida hereby designates FRED ELEFANT as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1650 Prudential Drive, Suite 105, Jacksonville, Florida 32207.

DATED this 5th day of March, 2003. _



FRED ELEFANT, 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 hereby agree to 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.

DATED this 5th day of March, 2003. _



FRED ELEFANT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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