

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

Medical Business Associates of Tampa Bay, Inc.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF

MEDICAL BUSINESS ASSOCIATES OF TAMPA BAY, INC.

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

Name

The name of the Corporation is **Medical Business Associates of Tampa Bay, Inc.**

II.

Term of Existence

The date when corporate existence will commence is May 23, 2003 in accordance with Section 607.0203(1) of the Act.

III.

Principal Office

The principal office and mailing address of the Corporation is 2705 Spring Green Drive, Lutz, Florida 33559.

IV.

Capital Stock

The Corporation is authorized to issue 10,000 shares of \$1.00 par value voting common stock, which will be designated Common Stock ("Common Stock").

V.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Piper Rudnick LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is Andrew L. McIntosh.

VI.

Directors

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the

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Corporation will always have at least 1 director. The names and addresses of the initial director of the Corporation, who will serve until his successor is duly elected and qualified, are:

**Name****Address**

Edward L. Miller

2705 Spring Green Drive  
Lutz, Florida 33559

**VII.**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

**Name****Address**

Andrew L. McIntosh

101 E. Kennedy Blvd., Suite 2000  
Tampa, Florida 33602

**VIII.**  
**Affiliated Transactions**

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**IX.**  
**Control Share Acquisitions**

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**X.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

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**XI.**  
**Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XII.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May 23, 2003.

  
\_\_\_\_\_  
ANDREW L. McINTOSH, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

I accept the appointment as Registered Agent of the Corporation to accept service of process on its behalf, at the place designated in these Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: May 23, 2003.

  
\_\_\_\_\_  
ANDREW L. McINTOSH

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