

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From: GAIL S. ANDRE

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407)843-4600
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PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF INCORPORATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

FLORIDA PROFIT CORPORATION OR P.A.

UCHE, M.D., P.A.

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ARTICLES OF INCORPORATION**OF****UCHE, M.D., P.A.****ARTICLE I - NAME**

The undersigned, acting as incorporator for the purpose of forming a professional service corporation for profit under the provisions of Chapter 607 and Chapter 621, Florida Statutes, hereby adopts the following Articles of Incorporation:

The name of this corporation is UCHE, M.D., P.A.

ARTICLE II-**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be 701 N. Palmetto Street, Suite A, Leesburg, Florida 34748.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing at the time of filing these Articles of Incorporation.

ARTICLE IV - PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that a medical physician 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 who are duly licensed under the laws of the State of Florida to practice the profession of medicine;
2. To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional medical services;
3. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, 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

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the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE CENT (\$.01) par value common stock; provided, however, that shares of the common stock of the corporation shall be issued only to individuals who are duly licensed to render services as doctors under the laws of the State of Florida and no shareholder of the corporation may sell or transfer his or her shares in such corporation except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or other agreement vesting another person with the authority to exercise his or her voting powers of any or all of his stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Paul B. Bernstein

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director is as follows:

Eze D. Uche, M.D.

701 N. Palmetto Street, Suite A
Leesburg, Florida 34748

ARTICLE VIII - INCORPORATOR


The name and address of the person signing these Articles is as follows:

Paul B. Bernstein

215 North Eola Drive
Orlando, Florida 32801

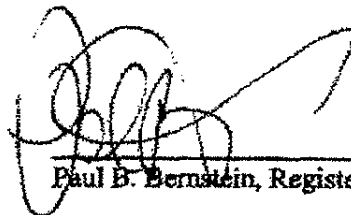
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of September, 2003.


Paul B. Bernstein, Incorporator

ACCEPTANCE OF REGISTERED AGENT

P.A. The undersigned hereby accepts the designation as Registered Agent of UCHE, M.D.,


Paul B. Bernstein, Registered Agent

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