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KEVIN I. DOWNEY

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

September 11, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida, 32314

Re: Melrose Medical Associates, P.A.

Gentlemen:

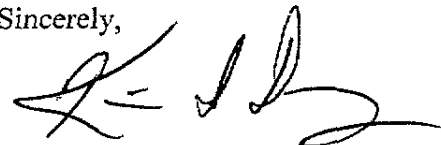
I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Fee	<u>\$ 35.00</u>
Total	\$ 78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,



Kevin I. Downey

Enclosures

ARTICLES OF INCORPORATION
of
Melrose Medical Associates, P.A.

The undersigned natural person, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation, Principal Office, and Mailing Address

The name of the corporation is **Melrose Medical Associates, P.A.**

The initial office and mailing address of the corporation will be 5818 Centre Street, Melrose, Florida 32666.

ARTICLE II

Purposes

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

- a) To engage in every aspect of the practice of medicine, and all its fields of specialty.
- b) To engage and render the professional services involved only through its officers, agents, and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d) To engage in no other business other than the rendition of the professional services specified herein.
- e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

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ARTICLE III

Capital Stock

a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share.

b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c) Shares in the corporation's stock shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as the corporation.

d) All Shareholders shall have preemptive rights in future stock sales by the corporation.

ARTICLE IV

Duration

The corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE V

Initial Registered Agent

The name and address of the corporation's initial Registered Agent are:

Mitchell Fearing, M.D.
5818 Centre Street
Melrose, Florida 32666

ARTICLE VI

Incorporator

The name and address of the Incorporator are:

Mitchell Fearing, M.D.
5818 Centre Street
Melrose, Florida 32666

ARTICLE VII
Severance and Termination of Employment

If any officer, Shareholder, agent or employee of the corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, then he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation or other Shareholders shall forthwith, upon such disqualification of any Shareholder, purchase such Shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on Sept 7, 2003.



Mitchell Fearing, M.D., Incorporator

Having been named as Registered Agent for the above-styled corporation, 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.



Mitchell Fearing, M.D., Registered Agent

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