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FLORIDA PROFIT CORPORATION OR P.A.

DR. PATRICK T. HENNESSEY & ASSOCIATES, P.A.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 18, 2003

GRONEK & LATHAM, LLP

SUBJECT: DR. PATRICK T. HENNESSEY & ASSOCIATES, P.A.
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**ARTICLES OF INCORPORATION
OF
DR. PATRICK T. HENNESSEY & ASSOCIATES, P.A.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **DR. PATRICK T. HENNESSEY & ASSOCIATES, P.A.**

ARTICLE II - EFFECTIVE DATE AND TERM OF EXISTENCE

The corporation shall begin its corporate existence on October 1, 2003 and shall exist perpetually.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine 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 of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.
- B. To invest the funds of this 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 such professional services.
- C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act 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 the accomplishment or furtherance of such purposes or objectives of the corporation.
- D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share. Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of the corporation in the state of Florida is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is G&L Agent Services, Inc.

ARTICLE VI - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Gregory W. Meier, Esq.	390 North Orange Avenue Suite 600 Orlando, FL 32801

ARTICLE VII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE VIII - PRINCIPAL OFFICE

The principal office of the corporation in the state of Florida is 10718 Boca Pointe Drive, Orlando, Florida 32836.

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

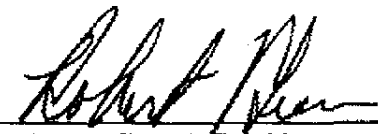
The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 17 day of September, 2003.


Gregory W. Meier, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned, G&L AGENT SERVICES, INC., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

By: 
Robert J. Gronek, President

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