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GUNSTER, YOAKLEY

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Gene F. Manko, M.D., P.A.

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FROM: Jeannie J. Ha, Paralegal

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MESSAGE:

PLEASE SEE THE ATTACHED GENE F. MANKO, M.D., P.A. FOR ELECTRONIC FILING.

PLEASE CALL ME IF YOU HAVE ANY QUESTIONS.

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**ARTICLES OF INCORPORATION
OF
GENE F. MANKO, M.D., P.A.**

SECRETARY OF
TALLAHASSEE, FL
03 SEP 29 PM 6:47

The undersigned, acting as Incorporator of a Florida professional service corporation ("Corporation") under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Gene F. Manko, M.D., P.A.

ARTICLE II

ADDRESS

The initial principal place of business and mailing address of this Corporation shall be:

875 Military Trail, Suite 200
Jupiter, FL 33458

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of engaging in the business of rendering professional medical services in the State of Florida by and through the Corporation's officers, employees and agents, as those terms are used in Section 621.06 (or successor legislation),

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Florida Statutes, who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida, and transacting any and all other lawful business that the Corporation may engage in under Chapter 621, Florida Statutes, as may be amended from time to time, including investing the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, or owning real or personal property necessary for the rendering of said professional medical services.

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI
LIMITATION ON OWNERSHIP OF STOCK

No stock of this Corporation shall be issued to anyone other than an individual who is a physician duly licensed to practice medicine in the State of Florida.

ARTICLE VII
DISQUALIFICATION OF SHAREHOLDER OR EMPLOYEE

If any officer, shareholder, agent or employee of this Corporation, who has been rendering professional medical services to the public, becomes legally disqualified to practice medicine in the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing rendering of such professional medical services, he shall sever all employment with, and financial interest in, this Corporation forthwith.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successor shall have been duly elected and qualified, or until his

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earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------|---|
| Gene F. Manko, M.D. | 22 Sheldrake Lane Palm Beach Gardens, FL 33418 |

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator are:

| <u>Name</u> | <u>Address</u> |
|---------------------|---|
| Gene F. Manko, M.D. | 22 Sheldrake Lane Palm Beach Gardens, FL 33418 |

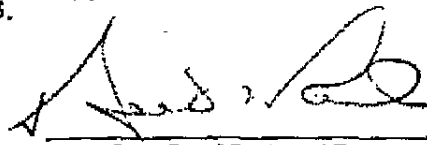
ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 875 Military Trail, Suite 200, Jupiter, FL 33458, and the name of the initial Registered Agent of the Corporation at that address is Gene F. Manko, M.D.

ARTICLE XI
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of September, 2003.



GENE F. MANKO, M.D.
Incorporator

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GUNSTER, YOAKLEY

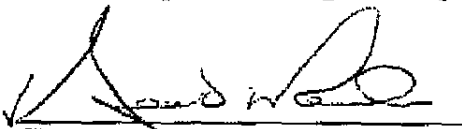
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated professional service corporation at the place designated in this certificate, I hereby 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 as provided for in Chapter 621, Florida Statutes.

Dated: September 23, 2003



GENE F. MANKO, M.D.
Initial Registered Agent

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