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To:

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

From:

Account Name : BAKER & HOSTETLER LLP  
Account Number : I19990000077  
Phone : (407) 649-4043  
Fax Number : (407) 841-0168

**FLORIDA PROFIT CORPORATION OR P.A.**  
**ADVANCED GYNECOLOGY OF CENTRAL FLORIDA, P.A.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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Corporate Filing

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200 S. Orange Ave., Suite 2300  
Orlando, FL 32801  
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Articles of Incorporation

of

Advanced Gynecology of Central Florida, P.A.

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ARTICLE I

Name and Duration

The name of the Corporation is Advanced Gynecology of Central Florida, P.A. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 2501 N. Orange Avenue, Suite 210, Orlando, Florida 32803.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 200 S. Orange Avenue, Suite 2300, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the sole and specific purpose of the Corporation are to render medical services and any lawful act or activity allowed under and in accordance with the Florida Statutes.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Professional Service Corporation and Limited Liability Company Act, and Chapter 621 of the Florida Statutes.

## ARTICLE V

### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

## ARTICLE VI

### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 South Orange Avenue SunTrust Center, Suite 2300 Post Office Box 112 Orlando, Florida 32802

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the Shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 30<sup>th</sup> day of January, 2004.

A.G.C. Co.

By: 

Name: G. Thomas Ball (printed)

As its: Vice President

REGISTERED AGENT CERTIFICATE

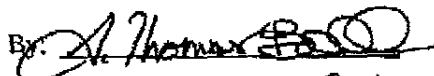
In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Advanced Gynecology of Central Florida, P.A. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By: 

Print Name: G. Thomas Ball  
As its: Vice President

DATED: January 26th, 2004

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