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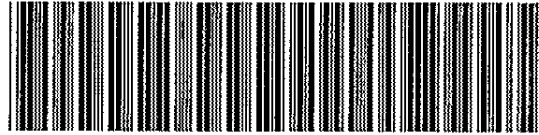
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SECRETARY OF STATE
TALLAHASSEE, FL 32304

✓

9/3/16

**THOMAS S. RUTHERFORD
and ASSOCIATES, P.A.**

ASSOCIATES * NOT PARTNERS
REPLY TO: TAMPA

THOMAS S. RUTHERFORD
Tampa * Lakeland

11016 N. Dale Mabry Hwy.
Suite 201
Tampa, Florida 33618-3802
(813) 265-4030
(813) 963-1109 (FAX)

916 Walt Williams Road
Lakeland, Florida 33809
(863) 858-9528

Email: tsrassoc1993@AOL.com

Established in 1890
Nashville, Tennessee
DAVID C. RUTHERFORD
L.R. DeMARCO
ROBERT W. RUTHERFORD
PAUL A. RUTHERFORD
PAUL R. WHITE
MELISSA BLACKBURN

OF COUNSEL
WENDE J. RUTHERFORD
Nashville, TN
OF COUNSEL
PEGGY RAY, SOLICITOR
London, England

A.G. RUTHERFORD (1865-1940)
C.H. RUTHERFORD, S.R. (1872-1955)
CHARLES H. RUTHERFORD, JR. (1906-1971)
J. WILLIAM RUTHERFORD (1934-1978)

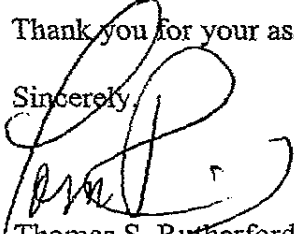
Secretary of State, Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Friends:

Please register the enclosed corporation documents. A copy is enclosed so that you might conform it and return it to me. You need not provide a certified copy yet, so a \$70.00 check is all that is enclosed.

Thank you for your assistance.

Sincerely,



Thomas S. Rutherford, Esquire
TSR/masg
Enclosure

**ARTICLES OF INCORPORATION
OF
EZZAT ZAKI, M.D., P.A.**

I, the undersigned incorporator, do hereby form a Professional Corporation within the meaning of the Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I

NAME

The name of the corporation shall be:

EZZAT ZAKI, M.D., P.A.

ARTICLE II

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective upon filing with the Secretary of State for the State of Florida.

ARTICLE III

NATURE OF PROFESSIONAL BUSINESS

This corporation is organized, and shall be operated, to render "professional services" within the meaning of the Florida Statutes, Chapter 621, in the practice of medicine as carried on by Doctors of Medicine in this State.

The corporation shall render its professional services only through its officers, agents and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.

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TALLAHASSEE, FLORIDA

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

The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of the Florida Statutes, Chapter 607.

ARTICLE V

LOSS OF LICENSE: SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any event, such person's office and/or equity interest in, this corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this corporation may be owned by the person as a shareholder.

The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution), dividends, options, or stock rights of any kind.

The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the by-laws or shareholders agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and in any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.

However, if the then sole shareholder of this corporation becomes disqualified to render professional services for this corporation, the corporation shall cease all professional activity until its shares are transferred to a person duly qualified or until the corporation is liquidated and dissolved, or until it is amended into a regular business corporation under Florida Statutes 607; and for those limited purposes only such person shall have voting rights as to his or her shares.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The initial REGISTERED OFFICE of this corporation shall be: 17503 Osprey Manor Way, Lithia, FL 33547 and the name of the initial REGISTERED AGENT at such address shall be EZZAT ZAKI, M.D., who, upon accepting this designation, agrees to comply with the provisions of Section 48.091 of the Florida Statutes, as amended from

time to time, with respect to keeping an office open for services of process. The PRINCIPAL OFFICE shall be: same as registered office initially.

ARTICLE VII

POWERS AND AUTHORITY OF DIRECTORS

The Directors shall have power to hold their meetings and to have one or more offices and keep the corporation, except the original or duplicate stock ledger, outside the State of Florida, at such place or places as from time to time may be designated by the By-Laws or resolution of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone calls as provided by law.

No contract or transaction between the corporation and one or more of its Directors or Officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers have a financial interest shall be void or voidable for this reason or solely because the Director or Officer is present at or participates in the meeting of the Board or committees thereof which authorizes the contract or transaction, or solely because of his or their votes are counted for such purpose, if:

- a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors; or
- b) The material facts as to his interest and to the contract or transaction are disclosed or are known to the Stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by a vote of the stockholders; or
- c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Stockholders.

Interested Directors may be counted in determining the presence of quorum at a meeting of the Board of Directors or of a committee, which authorized the contract or transaction.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall be managed by a Board of Directors, which shall initially be comprised of ONE (1) member. The number of Directors may be either increased or decreased from time to time by the procedures contained in the By-Laws but shall never be less than the initial number. The name and address of the sole Director is:

EZZAT ZAKI, M.D. 17503 Osprey Manor Way, Lithia, FL 33547

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles and amendment hereto. Any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI

OFFICERS AS DIRECTORS

All Officers of the corporation may be Directors.

ARTICLE XII

OFFICERS

The following named person(s) shall act as officers of the corporation, until their successors have been chosen and duly qualified:

President/Vice President/Secretary/Treasurer: EZZAT ZAKI, M.D.

ARTICLE XIII

INCORPORATORS

The name(s) and addresses of the person(s) signing these Articles are:

EZZAT ZAKI, M.D. 17503 Osprey Manor Way, Lithia, FL 33547

ARTICLE XIV

ACTION WITHOUT MEETING

Any action by the Board of Directors of this corporation without a meeting shall nevertheless be proper Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

ARTICLE XV

RIGHTS OF SHARES OF STOCK

The preference, limitations, and relative rights of shares of stock shall be as follows:

a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, common stock shall have a right to a share of the assets available to the common stockholders. This is subject to any obligation to any senior security or debtholders. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets or any purchase or redemption of shares of the corporation shall not be regarded as a "liquidation, dissolution or winding-up" within the meaning of this paragraph.

b) The Board of Directors shall determine the amount of earnings and profits which is to be, from time to time, distributed at their discretion in the form of dividends to the Shareholders.

c) Any corporate action upon which a vote of Shareholders is required or permitted may be taken without a meeting or vote of the Stockholders with the written consent of Stockholders.

ARTICLE XVI

ASSIGNMENT OF STOCK

The original incorporators of this corporation shall have the right, after the organization of same, to assign to any person who may hereafter become a subscriber to the capital stock of this corporation, who, upon acceptance of such, shall stand in lieu of the original incorporators and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these Articles this 2ND day of March, 2004.

INCORPORATOR: _____

EZZAT ZAKI, M.D.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared EZZAT ZAKI, M.D., personally known to me or who presented proof of identity by NA to be the person who executed the foregoing and he acknowledged to me that he executed these Articles for the purposes and uses therein expressed.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid on this 2ND day of March, 2004.

Notary Public:
seal, commission expires, and com. no.:



Thomas S Rutherford
My Commission DD170243
Expires December 08, 2006

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared EZZAT ZAKI, M.D., as the person who executed the foregoing and acknowledged to me that he/she executed these Articles for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid on this 2nd day of March, 2004.

Notary Public:
seal, commission expires, and com. no.:



Thomas S. Rutherford
My Commission DD170243
Expires December 08, 2006

[Handwritten signature of Thomas S. Rutherford]

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04 MAR - 8 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FL 32311

ACKNOWLEDGMENT AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, as from time to time amended, the following is submitted, in compliance with said Act: **EZZAT ZAKI, M.D., P.A.**, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles, has named **EZZAT ZAKI, M.D.** as its Registered Agent to accept service of process and serve all other functions of a registered agent within the state.

Having been named to accept service of process for the above-named corporation at the place designated in the foregoing Articles, I do hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

REGISTERED AGENT:

[Handwritten signature of Ezzat Zaki]
EZZAT ZAKI, M.D.