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Division of Corporations

Page 1 of 1 P. 3

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 21, 2004

WEBSTER & PARTNERS, P.L.

SUBJECT: NORTH FLORIDA HOSPITALISTS, P.A.
REF: W04000015354

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ADVANCED HOSPITALISTS GROUP, P.A.

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract and a medical doctor duly licensed to render professional services as such, hereby associates herself in the formation of a professional corporation under the laws of the State of Florida, pursuant to the provisions of Chapter 621, Florida Statutes:

ARTICLE I
CORPORATE NAME

The name of this corporation shall be **ADVANCED HOSPITALISTS GROUP, P.A.** The corporation shall have perpetual existence.

ARTICLE II
GENERAL PURPOSE

The general purpose for which this corporation is organized shall be:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a Medical Doctor duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine in this state.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of one cent (\$0.01) per share.

Prepared by Gregory A. Chaires, Esq.
Webster, Chaires & Partners, P.L.
1936 Lee Road, Suite 101
Winter Park, FL 32789
Florida Bar # 964808

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ARTICLE IV
SHAREHOLDER RESTRICTIONS

No one other than an individual who is duly licensed or otherwise legally authorized to practice medicine in the State of Florida may own stock of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock. Any stockholder who becomes legally disqualified to practice medicine shall sever all employment with and financial interest in the corporation. No shareholder of the corporation may sell or transfer his/her stock in this corporation, except to another individual duly licensed or otherwise legally authorized to practice medicine in the State of Florida as permitted by the bylaws of the Corporation.

ARTICLE V
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.

ARTICLE VI
PRINCIPAL OFFICE

The address of the principal office and mailing address of the Corporation in the State of Florida is 1026 S.W. 2nd Avenue, Suite A, Gainesville, Florida 32601.

ARTICLE VII
REGISTERED AGENT

The address of the registered agent is 1936 Lee Road, Suite 101, Winter Park, FL 32789. The name of the initial registered agent of this corporation at that address is W&P Services, Inc.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be two (2).
- B. The number of Directors may be increased or diminished from time to time by bylaws adopted by the shareholders, but shall never be less than one.
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and qualified, are:

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<u>Name</u>	<u>Address</u>
Hamid R. Feiz, M.D.	1026 S.W. 2 nd Avenue, Suite A Gainesville, Florida 32601
James McCauley, M.D.	1026 S.W. 2 nd Avenue, Suite A Gainesville, Florida 32601

**ARTICLE IX
INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
W&P Services, Inc.	1936 Lee Road, Suite 101 Winter Park, Florida 32789

**ARTICLE X
AMENDMENT TO ARTICLES**

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

**ARTICLE XI
INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned incorporator had made and subscribed these Articles of Incorporation at Winter Park, Florida, this 21st day of April, 2004.

W&P Services, Inc., a Florida corporation

By: 
Gregory A. Chaires, Vice President

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, 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.

Dated this 21st day of April, 2004

W&P Services, Inc., a Florida corporation

By: 
Gregory A. Chaires, Vice President

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