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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

MARSHALL MEDICAL SERVICES, INC.

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ARTICLES OF INCORPORATION
OF
MARSHALL MEDICAL SERVICES, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation is Marshall Medical Services, Inc.

ARTICLE II
DURATION

The period of its duration is perpetual.

ARTICLE III
PURPOSE

The purpose is to provide consultations and medical services to the public in the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE OF CORPORATION

The initial address of the principal office of the corporation and the initial mailing address of the corporation is 2064 Oak Meadow Circle, South Daytona, Florida 32119.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue One Hundred (100) shares of common stock, all of one class, with a par value of One Dollar (\$1.00).

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ARTICLE VI
REGISTERED AGENT AND REGISTERED OFFICE

The name of the corporation's initial registered agent is Richard Joseph Marshall, 2064 Oak Meadow Circle, South Daytona, Florida 32119.

ARTICLE VII
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is W. Scott Meyer, Esquire, W. SCOTT MEYER, P.A., 701 N. Peninsula Drive, Daytona Beach, Florida 32118.

ARTICLE VIII
AMENDMENT OF ARTICLES

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter described by the Florida Statutes and all rights conferred on the stockholders herein are granted subject to this reservation.

ARTICLE IX
OFFICERS

The name of the officer(s) who shall serve until the first election are as follows:

President/Vice President/Secretary/Treasurer: Richard Joseph Marshall.

ARTICLE X
BOARD OF DIRECTORS

The following person shall constitute the first Board of Directors:

Director: Richard Joseph Marshall.

ARTICLE XI
DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix compensation unless otherwise provided in the

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Articles of Incorporation or Bylaws.

ARTICLE XII
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in all meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

ARTICLE XIII
INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this corporation.

ARTICLE XIV
INFORMAL ACTION OF DIRECTORS

If all the directors severally and collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XV
SUB-CHAPTER "S" SELECTION

The Board of Directors may take such action as is appropriate to assure taxation as a Sub-Chapter "S" small business corporation, pursuant to currently applicable provisions of the Internal Revenue Code.

WITNESSED by respective hand this 27 day of April, 2004.


W. Scott Meyer, Esquire

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**STATE OF FLORIDA
COUNTY OF VOLUSIA**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared **W. SCOTT MEYER, ESQUIRE**, to me known to be the person described or has produced _____ as identification in and who executed the foregoing instrument and he acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 30 day of April, 2004.


Notary Public

My Commission Expires:

My Commission Number:



Melinda A. Courson
Commission #DD218899
Expires: Jun 02, 2007
Bonded Thru
Atlantic Bonding Co., Inc

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
MARSHALL MEDICAL SERVICES, INC.
A CORPORATION FOR PROFIT**

Having been designated as Registered Agent for Marshall Medical Services, Inc., a Florida Corporation for profit (hereinafter the "Corporation"), I accept the designation and agree to act as Registered Agent of the Corporation, and I acknowledge that I am familiar with and accept the obligations of the position of Registered Agent for the Corporation.

DATED this 3 day of MAY, 2004.


RICHARD JOSEPH MARSHALL

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Richard Joseph Marshall, to me known to be the person described or has produced FLDL M627-756-68-207-6 as identification in and who executed the foregoing instrument and he acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 3 day of MAY, 2004.


Notary Public
My Commission Expires:
My Commission Number:



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CAPITAL CONNECTION