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Arts

1.) Kathleen L. Todd, D.O., P.A.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

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4.)
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STATE OF FLORIDA
TALLAHASSEE

SPECIAL INSTRUCTIONS

ARTICLES OF INCORPORATION
A PROFESSIONAL ASSOCIATION OF
KATHLEEN L. TODD, D.O., P.A.

The undersigned natural persons, competent and licensed to practice law in the State of Florida, acting hereby as Incorporators for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name of the Professional Association

The name of this professional association will be **KATHLEEN L. TODD, D.O., P.A.**

ARTICLE II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the professional association are as follows:

- a. To engage in every aspect in the practice of medicine and all its fields of specializations, as are engaged in by **KATHLEEN L. TODD, D.O.** and any physician's assistants, nurses, associates or assistants hired by her.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be physician's assistants, nurses, and other individuals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this professional association.
- c. To invest in funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

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STATE
TALLAHASSEE, FLORIDA

a. The maximum number of shares of stock that the professional association is authorized to have outstanding at any time shall be **7,500** shares of common stock at one cent, **(\$0.01)** per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the professional association's stock and certificates shall be issued only to lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this professional association.

ARTICLE IV

Effective Date of Incorporation and Duration

This professional association shall be deemed to have come into existence on the date these Articles are filed with the Secretary of State. The professional association shall have perpetual existence.

ARTICLE V

Registered Agent

The address of this professional association's initial registered office is **211 N. Magnolia Avenue, Orlando, FL 32801** and the name of its initial registered agent at said address is **David A. Yergey, Jr., Esq.** The principal office of the corporation shall be at **2830 Casa Aloma Way, Winter Park, FL 32792.**

ARTICLE VI

Incorporators

The name and address of the Incorporator(s) is/are as follows:

Kathleen L. Todd, D.O.
2830 Casa Aloma Way
Winter Park, FL 32792

ARTICLE VII

Board of Directors

The professional association shall have a Board of Directors consisting of one(1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director(s)

of this professional association is:

**Kathleen L. Todd, D.O.
2830 Casa Aloma Way
Winter Park, FL 32792**

ARTICLE VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the professional association as part of the corporate records.

ARTICLE IX

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this professional association becomes legally disqualified to render the professional services for which the professional association is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the professional association, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the professional association on account of professional services. The professional association shall forthwith, upon such disqualification of any share holder, purchase such shareholder's share and pay him all amounts owing and lawfully due to him by the professional association, except that such shares shall not be entitled to dividends.

ARTICLE X

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the professional association, and the writings evidencing their consent are filed with be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

Indemnification

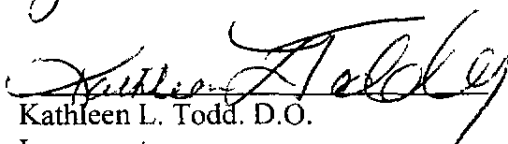
The professional association shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Amendment of Bylaws

The power to adopt, alter, amend or repeal the bylaws of the professional association shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 7th day of June, 2004.


Kathleen L. Todd, D.O.
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared **Kathleen L. Todd, D.O.** who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

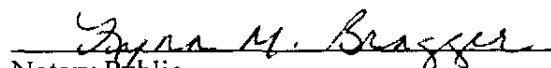
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Orlando in the said County and State, this 7th day of June, 2004.



Lynn M Bragger

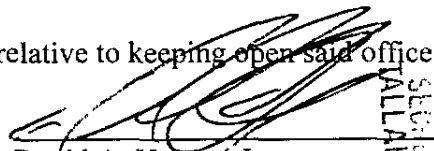
My Commission DD133575

Expires August 28, 2006


Notary Public

My Commission Expires:

The undersigned, having been named to accept service of process for the above stated professional association at the place designated in this document, I hereby accept act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


David A. Yergey, Jr.
Registered Agent

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TALLAHASSEE, FLORIDA
STATE SECRETARY