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**POOLE & POOLE, P.A.**  
*Attorneys at Law*  
SUITE 200, ALLAN BUILDING  
303 CENTRE STREET  
FERNANDINA BEACH, FLORIDA 32034

WESLEY R. POOLE  
H. PRICE POOLE, JR.

FRANCES G. BURGESS, C.L.A.

PLEASE REPLY TO:  
POST OFFICE BOX 1280  
FERNANDINA BEACH, FL 32035-1280

904/261-0742  
FAX # 904/261-0745

July 12, 2004

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: T. Y. RHO, M.D., P.A.

Dear Sirs:

Enclosed are:

1. Our check in the amount of \$78.75; and
2. Original and one copy of Articles Of Incorporation for the above referenced corporation.

Please file and let us have your receipt therefor as soon as possible.

Thank you for your continued assistance.

Yours sincerely,

  
Wesley R. Poole

WRP\fgb  
Enclosures

ARTICLES OF INCORPORATION

OF

T.Y. RHO, M.D., P.A.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act, and who is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be T.Y. RHO, M.D., P.A.

ARTICLE II

The corporation shall have the power to engage in the practice of medicine as a professional corporation and in any other lawful activity for which corporations may be organized under the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act. The professional services of this corporation shall be carried out only through officers, employees and agents, each of whom is duly authorized to practice medicine in the State of Florida.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 500 shares. All such shares shall be of a single class, designated as common, and shall have a par value of \$1.00 per share.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

#### ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

#### ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of ONE (1) director whose name and address is as follows:

T. Y. Rho, M.D.  
1250 South 8<sup>th</sup> Street  
Fernandina Beach, FL 32034

#### ARTICLE IX

The initial registered agent of the corporation is WESLEY R. POOLE. The street address of the corporation's initial registered

office is 303 Centre Street, Suite 200, Fernandina Beach, FL 32034.

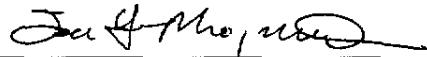
#### ARTICLE X

The principal place of business and mailing address of this corporation shall be: 1250 South 18<sup>th</sup> Street, Fernandina Beach, FL 32034.

#### ARTICLE XI

The name and address of the incorporator to these Articles of Incorporation is T.Y.RHO, M.D., 1250 South 18<sup>th</sup> Street, Fernandina Beach, FL 32034.

The undersigned incorporator has executed these Articles of Incorporation this 30 day of June, 2004.



T. Y. Rho, M.D.  
Incorporator

#### CONSENT TO SERVE AS REGISTERED AGENT FOR T.Y. RHO, M.D., P.A.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: June 29, 2004



Wesley R. Poole  
303 Centre Street, Suite 200  
Fernandina Beach, FL 32034

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