

FROM :

Division of Corporations

FILE NO.

704 000 145440

DATE: 10/21/2004 10:34AM P1

((H04000210427 3)))

Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Noback Medical Group, Inc.

Certificate of Status	0
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FROM :

FAX NO. :

Oct. 21, 2004 10:34AM P2

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ARTICLES OF INCORPORATION

OF

Noback Medical Group, Inc.

The undersigned incorporator, for the purpose of forming a corporation in the state of Florida hereby adopts the following Articles of Incorporation.

Article I

Name and Duration

The name of this corporation is Noback Medical Group, Inc. The duration of the corporation is perpetual. The effective date upon which this corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

Article II

Principal Office

The address of the principal office and mailing address of the corporation in the State of Florida is 590 Dundas Drive, Jacksonville, FL 32218.

Article III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares having no par value.

Article IV

Registered Office and Agent

The street address of the registered office of this corporation is 590 Dundas Drive, Jacksonville, FL 32218 and the name of the registered agent of this corporation at that address is Carl R. Noback.

Article V

Directors

1. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

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FROM :

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Oct. 21 2004 10:34AM P3

(((H04000210427 3)))

2. The name and street address of the sole member of the board of directors of this corporation is:

Name
Carl R. Noback

Address
590 Dundas Drive
Jacksonville, FL 32218

3. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

Article VI
Bylaws

The power to adopt, amend or repeal bylaws for the management of this corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to the amendment or repeal by the Board of Directors.

Article VII
Incorporator

The name and street address of the incorporator of this corporation is Carl R. Noback, 590 Dundas Drive, Jacksonville, FL 32218.

Article VIII
Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the ~~9th~~ day of ~~June~~, 2004. 18th day of October, 2004

Carl R. Noback
Carl R. Noback,
as Incorporator

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FROM :

FAX NO. :

Oct. 21 2004 10:35AM P4

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

Noback Medical Group, Inc. desiring to organize or qualify under the laws of the State of Florida hereby designates Carl R. Noback, as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 590 Dundas Drive, Jacksonville, FL 32218.

October 18, 2004,

Carl R. Noback

Carl R. Noback

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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 obligations of my position as registered agent.

October 18, 2004

Carl R. Noback

Carl R. Noback, as Registered Agent

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JACKSONVILLE, FLORIDA

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