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FLORIDA PROFIT CORPORATION OR P.A.

Michael A. Johnson, M.D., P.A.

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ARTICLES OF INCORPORATION
OF
MICHAEL A. JOHNSON, M.D., P.A.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is Michael A. Johnson, M.D., P.A.

ARTICLE II- EFFECTIVE DATE

These Articles of Incorporation shall be effective as of January 1, 2005.

ARTICLE III - PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 2250 Wide Reach Drive, Orange Park, Florida 32003.

ARTICLE IV-NATURE OF BUSINESS

The specific nature of business of this Corporation is the provision of professional medical and healthcare services.

ARTICLE V-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

ARTICLE VI-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Smith HulseY & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

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ARTICLE VII-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VIII-INCORPORATOR

The name and street address of the incorporator are Katherine G. Schmidt, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE IX-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE X-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 4th day of January, 2005.

Katherine G. Schmidt
Katherine G. Schmidt, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, Michael A. Johnson, M.D., P.A., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is Michael A. Johnson, M.D., P.A.
2. The name and address of the registered agent and office are Smith Hulse & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: 
M. Richard Lewis, Jr.
Vice President

Date: January 4, 2005

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