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FLORIDA PROFIT CORPORATION OR P.A.

JESUS M. RAMIREZ, M.D., P.A.

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**ARTICLES OF INCORPORATION
OF
JESUS M. RAMIREZ, M.D., P.A.**

The undersigned, who is licensed to practice medicine in the State of Florida, and acting as incorporator of a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Jesus M. Ramirez, M.D., P.A.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

- a. To engage in the practice of medicine as a professional corporation and to own and operate one or more medical clinics or facilities for the purposes of providing medical care and treatment.
- b. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts and engage in any lawful business necessary for or related to the rendering of professional medical services.

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THIS INSTRUMENT PREPARED BY:
Roland W. Kiehn, Esq.
Fla. Bar. No. 0870250
Barron, Redding, Hughes, Fite,
Fensom, Sanborn, & Kiehn, P.A.
220 McKenzie Avenue
Panama City, FL 32401
(850) 785-7454

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c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be of a single class of common stock and shall be designated "Common Shares".

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 211 S. Cove Terrace Drive, Panama City, Florida, 32401, and the name of the initial registered agent is Jesus M. Ramirez, M.D., whose address is 211 S. Cove Terrace Drive, Panama City, Florida, 32401.

ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a board of directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote shall be the act of the shareholders, except as otherwise provided for in any shareholders' agreement entered into. Each shareholder shall be entitled to one vote for each share of voting stock held by such shareholder. A quorum at any meeting of the shareholders for the management of the business of

the corporation shall exist when a majority of the outstanding shares of the corporation entitled to vote are represented at such meeting.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - CUMULATIVE VOTING RIGHTS

At each election of directors, every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - TERM OF EXISTENCE

This corporation is to exist perpetually, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE X - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least four-fifths of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each

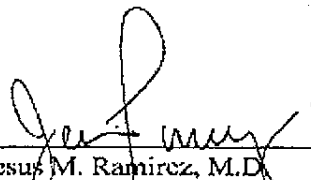
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shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

ARTICLE XI - INCORPORATOR

The name of the person signing these articles is Jesus M. Ramirez, M.D., whose address is 211 S. Cove Terrace Drive, Panama City, Florida, 32401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 17th day of February, 2005.

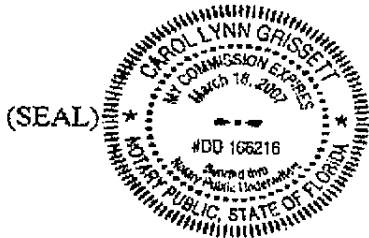


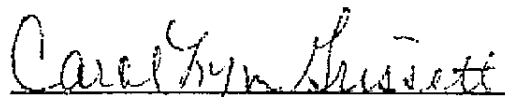
Jesus M. Ramirez, M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 17th day of February, 2005, by Jesus M. Ramirez, M.D., who: (notary must check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.





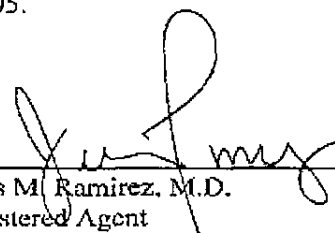
(Print Name)
Notary Public
Serial # _____
My Commission Expires: _____

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
OF
JESUS M. RAMIREZ, M.D., P.A.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping open said office.

Dated this 17th day of February, 2005.



Jesus M. Ramirez, M.D.
Registered Agent

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