

PO5000044139

Division of Corporations

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Division of State
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Laura S. Dill, M.D., P.A.

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**ARTICLES OF INCORPORATION
OF
LAURA S. DILL, M.D., P.A.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation shall be:

LAURA S. DILL, M.D., P.A.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be:

503-B Audubon Avenue
Tampa, Florida 33609

**ARTICLE III
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law, and such existence shall commence at the time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE IV
PURPOSE**

This corporation may engage in every aspect of the business of rendering the same professional services to the public that a physician, duly licensed under the laws of the State of Florida, is authorized to render, including but not limited to gynecology and obstetrics. This corporation may also engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

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**ARTICLE V
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have the authority to issue shall be ONE THOUSAND (1,000) shares, all of which shares shall be common stock with a par value of \$.01 per share.

**ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Corporation shall be located at One Tampa City Center, Suite 2600, Tampa, Florida 33602, and the initial registered agent of the Corporation at such office shall be Lina Angelici, Esq. The Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE VII
BOARD OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the By-laws. The name and address of the first director of the Corporation, who shall serve until the first annual meeting of shareholders or until her successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Laura Schifino Dill, M.D.	503-B Audubon Avenue Tampa, Florida 33609

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is:


<u>Name</u>	<u>Address</u>
Lina Angelici, Esq.	One Tampa City Center, Suite 2600 Tampa, Florida 33602

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**ARTICLE IX
INDEMNIFICATION**

All persons now or hereafter serving as a director, officer and/or employees of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by them in connection with or resulting from any claim, action, suit or proceeding in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer and/or employee of the Corporation, whether or not they continued to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, *except* with regard to matters as to which they shall be adjudged in any claim, action, suit or proceeding to be liable for their own gross negligence or willful misconduct in the performance of their duties. Expenses (including attorney's fees) incurred in defending any such claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such proceedings.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, for the uses and purposes herein stated, this 23rd day of March 2005.


Lina Angelici, Esq., as Incorporator

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TOTAL P.05

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**ACCEPTANCE OF SERVICE AS REGISTERED AGENT
FOR
LARUA S. DILL, M.D., P.A.**

The undersigned, Lina Angelici, Esq., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505 of the Florida Statutes.

DATED this 23rd day of March 2005.


Lina Angelici, Esq.

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