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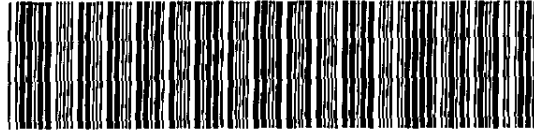
(Business Entity Name)

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05/17/05--01031--005 \*\*78.75

**EFFECTIVE DATE**

05-10-05

05 MAY 17 AM 8:38

W05-25159



111 N. ORANGE AVENUE  
SUITE 1750  
ORLANDO, FLORIDA 32801

(407) 244-8002  
FAX: (407) 244-8102  
MICHAEL.LOWE@RUDEN.COM

May 24, 2005

**VIA FEDERAL EXPRESS**

Attn: Becky McKnight  
Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**Re: Brian F. Liebersbach, M.D., Ph.D., P.A.  
Our File No. 49649-0001**

Dear Ms. McKnight:

Per your instructions, enclosed please find the original and a copy of the signed Articles of Incorporation for Brian F. Liebersbach, M.D., Ph.D., P.A. (the "Corporation") and the executed Certificate of Registered Agent. The effective date of the Corporation's existence is intended to be May 10, 2005. Therefore, we are requesting that the Florida Division of Corporations file the enclosed Articles of Incorporation upon receipt.

Our check in the amount of \$78.75 for the filing fee, Registered Agent Designation fee and the fee for a certified copy of the Articles of Incorporation was previously forwarded to you on May 17, 2005. Please send a certified copy of the Articles of Incorporation to the Corporation's principle place of business address.

Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

**RUDEN MCCLOSKEY**

A handwritten signature in dark ink, appearing to read "Michael R. Lowe".

Michael R. Lowe

Please give  
original file  
date.  
Thank You!

MRL/slm  
Enclosures

ORL:22537:1



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

May 18, 2005

MICHAEL R LOWE  
RUDEN MCCLOSKEY  
111 N ORANGE AVENUE SUITE 1750  
ORLANDO, FL 32801

SUBJECT: BRIAN F. LIEBERSBACH, M.D., PH.D., P.A.  
Ref. Number: W05000025159

We have received your document for BRIAN F. LIEBERSBACH, M.D., PH.D., P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filings Section

Letter Number: 705A00035788

**ARTICLES OF INCORPORATION  
OF  
BRIAN F. LIEBERSBACH, M.D., Ph.D., P.A.**

The undersigned being above the age of eighteen (18) years of age and competent to contract, for the purposes of organizing a professional services corporation pursuant to Chapter 621, Florida Statutes, and the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I  
NAME & PRINCIPAL OFFICE**

**EFFECTIVE DATE**  
05-10-05

The name of this Corporation shall be Brian F. Liebersbach, M.D., Ph.D., P.A., and its principal place of business shall be located at 19333 Spring Oak Drive, Eustis, Florida 32736.

**ARTICLE II  
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence its corporate existence on May 10, 2005 and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III  
GENERAL PURPOSE: GENERAL POWERS**

The primary purpose for which this Corporation is organized is to engage in every phase and aspect of the business of rendering professional medical services to the public. Such professional services shall be rendered only through officers, employees and agents of the Corporation who are duly licensed under the laws of the State of Florida to provide such services. Provided, however, that the purposes of this Corporation shall be determined to include, without limitation, the following:

1. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
3. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
4. To lend money to and use its credit to assist its officers and employees in accordance with Florida Statutes § 607.0833.

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5. To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

6. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

7. To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

9. To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

10. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

11. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act or by other applicable law within or without this state.

12. To elect or appoint officers and agents and define their duties and fix their compensation.

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13. To make and alter bylaws, not inconsistent with its articles of incorporation, amended articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

14. To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

15. To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

16. To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

17. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

18. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

19. To have and exercise all powers necessary or convenient to affect its general purpose.

The foregoing paragraphs shall be construed as enumerating both the objectives and purposes of this Corporation. It is hereby expressly provided that the foregoing enumerations of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law. This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act and nothing herein shall be construed as limiting or eliminating any such powers.

#### **ARTICLE IV CAPITAL STOCK**

1. **Number of Shares Authorized; Par Value.** This Corporation is authorized to issue 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share. None of the shares of this Corporation may be issued to any person or entity other than an individual duly licensed as a medical doctor or osteopathic physician under the laws of the State of Florida, except as may be otherwise permitted by law.

2. **Voting Rights.** The holders of common stock shall possess and exercise exclusive voting rights at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory notes or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the Corporation.

#### **ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this Corporation shall be located at 19333 Spring Oak Drive, Eustis, Florida 32736, and the initial registered agent of this Corporation at that address shall be Laura Urich-Liebersbach. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

#### **ARTICLE VI INCORPORATOR**

The name and street address of the person signing these articles as the incorporator is:

Brian F. Liebersbach, M.D.  
19333 Spring Oak Drive  
Eustis, Florida 32736

#### **ARTICLE VII BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of the Corporation.

#### **ARTICLE VIII INDEMNIFICATION**

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.


**ARTICLE IX  
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X  
HEADINGS AND CAPTIONS**

The headings or captions of the various Articles in these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set her name and seal this 12 day of May, 2005.

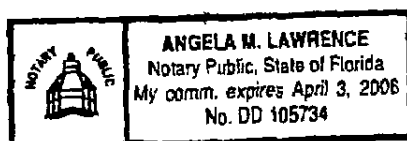
  
\_\_\_\_\_  
Brian F. Liebersbach, M.D.  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE Lake

BEFORE ME, the undersigned authority this 12 day of May, 2005, personally appeared Brian F. Liebersbach, M.D., who is personally known to me or produced FLDL as identification and who did/did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC

(SEAL)





**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

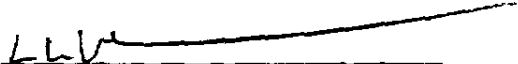
In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

Brian F. Liebersbach, M.D., Ph.D., P.A. (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 19333 Spring Oak Drive, Eustis, Florida 32736, has named and designated: Laura Ulrich-Liebersbach, with his registered office located at 19333 Spring Oak Drive, Eustis, Florida 32736 as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for Brian F. Liebersbach, M.D., Ph.D., P.A. (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity, and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company. I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 10 day of May, 2005.

  
\_\_\_\_\_  
Laura Ulrich-Liebersbach  
Registered Agent, Brian F. Liebersbach, M.D., Ph.D., P.A.

05 MAY 17 AM 8:38