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Division of Corporations

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From:

Account Name : GRONEK & LATHAM, LLP
Account Number : I20000000025
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FLORIDA PROFIT CORPORATION OR P.A.

F
Harry F Gordon, M.D., P.A.

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**ARTICLES OF INCORPORATION
OF
HARRY F GORDON, M.D., P.A.**

The undersigned, a natural person competent to contract and a medical doctor duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida, and adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Harry F Gordon, M.D., P.A.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

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ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares, with a par value of \$0.01 per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is G&L Agent Services, Inc.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

| <u>Name</u> | <u>Address</u> |
|-----------------------|---|
| Harry F. Gordon, M.D. | 5979 Vineland Road Suite 310 Orlando, Florida 32819 |

ARTICLE VII - PRINCIPAL OFFICE

The principal office of the corporation in the state of Florida is 5979 Vineland Road, Suite 310, Orlando, Florida 32819.

ARTICLE VIII - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by law.

ARTICLE X - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to professional corporations, professional limited liability companies and individuals who are duly licensed or otherwise legally authorized to render services as physicians under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another professional corporation, professional limited liability company or an individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter

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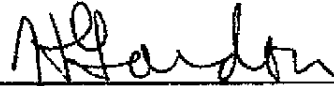
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into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of such shareholder's shares.

ARTICLE XI – BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws. In addition, such Bylaws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 24th day of June, 2005.



Harry F. Gordon, M.D.
Incorporator

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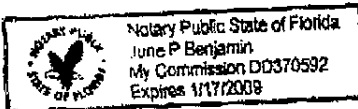
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ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 24th day of June, 2005, by Harry F. Gordon, as incorporator, who is personally known to me/produced identification.

Type of Identification Produced: Fla. Dr. Lic. G1635-366-59-411-0



June P. Benjamin
NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

The undersigned, ROBERT J. GRONEK, President of G&L Agent Services, Inc., as registered agent appointed in accordance with the foregoing Articles of Incorporation does hereby accept such appointment and does hereby state that it is familiar with and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

By:

Robert J. Gronek
Robert J. Gronek, President

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