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From:  
Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
Account Number : 073707002173  
Phone : (954) 966-2112  
Fax Number : (954) 981-1605

**FLORIDA PROFIT CORPORATION OR P.A.**

**RUSSELL C. SEXTON, JR., D.O., P.A.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

**OF**

**RUSSELL C. SEXTON, JR., D.O., P.A.**

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I, the undersigned, desiring to organize a professional service corporation for the purpose hereinafter stated under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes and other laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation is RUSSELL C. SEXTON, JR., D.O., P.A.

**ARTICLE II**

**DURATION**

The duration of the Corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to-wit:

A. To carry on, pursuant to the laws of the State of Florida, the professional services rendered by physicians, except that the corporation shall not render medical services except through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida;

B. To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render medical services within the State of Florida. No shareholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock;

Prepared by: Robert M. Kramer, Bar No. 181940, 4000 Hollywood Boulevard, Suite 485 South Hollywood, FL 33021, phone: (954)966-2112

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C. To borrow money and to contract debts in such amount or amounts as the Board of Directors may from time to time determine, when necessary or convenient for the transaction of its professional services, or for the exercise of its corporate rights, privileges or franchise, or for any other lawful purpose of its incorporation, to issue bond, promissory notes, bills of exchange, debentures or other obligations and evidence of indebtedness, payable at a specified time or times or payable on the happening of a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed in payment for property purchased or acquired, or for any other lawful objection; except that this provision shall not be construed as empowering the corporation to do any activity not authorized by the Florida Professional Service Corporation Act;

D. To do all acts of every kind and nature which are from time to time deemed by the Board of Directors to be necessary, suitable, convenient or proper for the accomplishment of any of the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as a holder or by virtue of any interest in any property, or otherwise;

E. To acquire all or any part of the goodwill, rights, property and service of any person, or professional service corporation or association, heretofore or hereafter engaged in any service which the corporation has the power to conduct; to pay for the same in cash, or stocks or bonds of the corporation providing that such stocks or bonds shall be issued only to an individual who is duly licensed or otherwise legally authorized to render medical services in the State of Florida; to hold, utilize or in any manner dispose of all or any part of the rights and property so acquired and to assume in connection therewith any liabilities of any person, professional service corporation or association, and to conduct in any lawful manner the whole or any part of the service thus acquired;

F. To subscribe for, receive, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, assign, deposit, create trust with respect to, deal in, exchange, sell and otherwise dispose of alone or in syndicates or otherwise in conjunction with others, and generally deal in and with any or all of the following (hereinafter sometimes referred to collectively as "securities" or individually as "security"): namely, all kinds of shares, stocks, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, notes and other securities obligations, contracts, certificates of interest, chose in action and evidence of indebtedness generally of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest therein or in respect thereof; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates or otherwise and irrespective of whether or not such

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securities are fully paid or subject to further payments or assessments; to issue in exchange therefor its own securities, and while the owner or holder of any such, to exercise all the rights, powers and privileges or ownership or interest in respect thereto; and to promote, manage, participate in any act as agent for any underwriting, purchasing or selling syndicate or group and otherwise to take part in and assist in any legal manner, by guaranty or otherwise, to purchase, sale or distribution of any such securities;

G. To promote, cause to be organized, finance and aid by loan, subsidy, guaranty, contribution to capital or surplus, or otherwise, any corporation, association, partnership, syndicate, entity, personal or governmental, municipal, or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, any security of which is held directly or indirectly by or for the corporation, or in the business, financing or welfare of which the corporation shall have any interest, and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of the foregoing and to guarantee by endorsement or otherwise the payment of the principal of, or in interest or dividends on, any such security of the foregoing; and generally to do any acts or things designed to protect, preserve, improve or enhance the value of any such security;

H. And, without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

#### **ARTICLE IV AUTHORIZED SHARES**

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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

The street address of the initial registered office of the Corporation and the name of its initial registered agent is:

Robert M. Kramer  
4000 Hollywood Boulevard  
Suite 485 South  
Hollywood, FL 33021

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**ARTICLE VI**  
**DIRECTORS**

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). No director may be removed from office during his term except for cause. The name and address of the person to serve as member of the initial board of directors is:

Russell C. Sexton, Jr.  
9721 E Bay Harbor Drive  
Apt. 6-B  
Miami, FL 33154

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator is:

Robert M. Kramer  
4000 Hollywood Boulevard  
Suite 485 South  
Hollywood, FL 33021

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

**ARTICLE IX**  
**PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation is:

c/o Russell C. Sexton, Jr.  
9721 E Bay Harbor Drive #6-B  
Miami, FL 33154

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**ARTICLE X**  
**TRANSFER OF SHARES**

No Shareholder may transfer or assign his shares in the Corporation except with the written consent of the Corporation and all the Shareholders entitled to vote. All of the Shareholders and the Corporation may enter into an agreement relating to the transfer of shares. The Corporation shall have the option, but not the obligation, to purchase the shares of a Shareholder whose shares have been involuntarily assigned for the "net book value" of such shares for Federal tax purposes on the date of such involuntary assignment. No assignee shall have the right to vote his assigned shares unless such assignment has been approved by all of the Shareholders and the Corporation.

**ARTICLE XI**  
**DISTRIBUTION**

No distribution to a Shareholder shall be permitted unless consented to by the Board of Directors and all Shareholders entitled to vote.

**ARTICLE XII**  
**REORGANIZATION, LIQUIDATION, SALE OF ASSETS, ETC.**

No reorganization, liquidation, dissolution, sale of substantially of all assets, etc. shall be permitted unless approved by the Board of Directors and all Shareholders entitled to vote.

**ARTICLE XIII**  
**AMENDMENT**

The Articles of Incorporation and the Bylaws shall not be subject to amendment except with the consent of all the Shareholders entitled to vote and the Board of Directors.

Executed by the undersigned on the 6<sup>th</sup> day of July, 2005.

  
ROBERT M. KRAMER, INCORPORATOR

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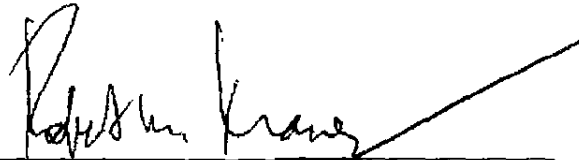
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**ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT**

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



ROBERT M. KRAMER, REGISTERED AGENT

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