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

**Gastroenterology Specialists of Orlando, P.A.**

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Baker & Hostetler LLP  
200 S. Orange Ave., Ste. 2300  
Orlando, FL 32801

**ARTICLES OF INCORPORATION**  
**OF**  
**GASTROENTEROLOGY SPECIALISTS OF ORLANDO, P.A.**

**ARTICLE I**

**Name and Duration**

The name of the Corporation is **GASTROENTEROLOGY SPECIALISTS OF ORLANDO, P.A.** The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The street and mailing address of the principal office of the Corporation is 100 W. Gore Street, Suite 201, Orlando, Florida 32806.

**ARTICLE III**

**Registered Office and Agent**

The street address of the registered office in the State of Florida is 100 W. Gore Street, Suite 201, Orlando, Florida 32806. The name of the registered agent at such address is Robert T. Baker, M.D.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the sole and specific purpose of the Corporation are to render professional medical services and any lawful act or activity allowed under and in accordance with the Florida Statutes.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act.

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ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert T. Baker, M.D.	100 W. Gore Street, Ste. 201 Orlando, FL 32806

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 28 day of July, 2005.

  
Robert T. Baker, M.D.

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Gastroenterology Specialists of Orlando, P.A. desiring to organize under the laws of the State of Florida, with its registered office at 100 W. Gore Street, Suite 201, Orlando, Florida 32806, has named Robert T. Baker, M.D., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with §607.0501, Florida Statutes.

  
Robert T. Baker, M.D.

DATED: July 28, 2005

**FILED**  
2005 JUL 26 A 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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