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FLORIDA PROFIT CORPORATION OR P.A.

FREEDY & ASSOCIATES, M.D., P.A.

Certificate of Status	1
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**ARTICLES OF INCORPORATION**  
**OF**  
**FREEDY & ASSOCIATES, M.D., P.A.**

The undersigned, being of legal age, natural persons and duly licensed to practice medicine under the laws of the State of Florida, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a professional corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME AND ADDRESS**

The name of this professional corporation shall be FREEDY & ASSOCIATES, M.D., P.A. The mailing address of the Corporation is: 2341 Campbell Road, Clearwater, Florida 33765. The address of the Corporation's principal office is: 2341 Campbell Road, Clearwater, Florida 33765.

**ARTICLE II**  
**PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida, except that the Corporation shall not render professional services except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK AND PREEMPTIVE RIGHTS**

The capital stock authorized and the par value thereof, shall be as follows:

NUMBER OF SHARES AUTHORIZED FOR THE CAPITAL STOCK	
10,000	\$0.01

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration thereof shall have been paid. No shareholder shall have preemptive rights, unless the stockholders otherwise agree.

**Prepared By:**  
 Bruce H. Bokor, Esquire  
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 911 Chestnut Street  
 Clearwater, Florida 33765  
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#### ARTICLE IV BY-LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the shareholders may provide in any bylaws made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE V DURATION

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE VI REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be at 2341 Campbell Road, Clearwater, Florida 33765, and the name of its initial registered agent at such address is R. Marvin Freedy, M.D.

#### ARTICLE VII COMMITTEES

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two (2) or more persons, and the Directors may rely on information, opinions, reports or statements, including any financial statements and other financial data prepared or presented by such committee.

#### ARTICLE VIII INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation shall be one (1), and the name and address of the person sworn to serve as the sole Director until the first annual meeting of shareholders or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
R. Marvin Freedy, M.D.	2341 Campbell Road Clearwater, Florida 33765

## ARTICLE IX APPLICABLE LAWS

The Corporation shall operate as a professional corporation under Chapter 607 of the Florida Statutes except where the provisions of Chapter 621 of the Florida Statutes shall control.

## ARTICLE X INCORPORATOR

The name and address of the incorporator are as follows:

Name

Address

R. Marvin Freedy, M.D.

2341 Campbell Road  
Clearwater, Florida 33765

## ARTICLE XI CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm who is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

## ARTICLE XII CORPORATE AND STOCKHOLDER DEBT

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

ARTICLE XIII  
INDEMNIFICATION

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the original incorporators, has executed these Articles of Incorporation this 13<sup>th</sup> day of September, 2005.

R. Marvin Freedy, M.D.  
R. MARVIN FREEDY, M.D.

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, FREEDY & ASSOCIATES, M.D., P.A., desiring to organize under the laws of the State of Florida hereby designates R. MARVIN FREEDY, M.D., located at 2341 Campbell Road, Clearwater, Florida 33765, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

R. Marvin Freedy, M.D.  
R. MARVIN FREEDY, M.D.

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