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DIVISION OF STATE

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

**Steven A. Visnaw, D.O., P.A.**

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**ARTICLES OF INCORPORATION**

**OF**

**STEVEN A. VISNAW, D.O., P.A.**

The undersigned, subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopt these Articles of Incorporation to form a corporation under the Professional Service Corporation Act, Chapter 621, Florida Statutes, and other laws of the state of Florida.

**ARTICLE I. NAME**

The name of the Corporation is STEVEN A. VISNAW, D.O., P.A.

**ARTICLE II. PRINCIPAL OFFICE**

The principal office address of this corporation is 11285 Gyrafalcon Avenue, Brooksville, Florida, 34613, and the mailing address of this corporation is 11285 Gyrafalcon Avenue, Brooksville, Florida, 34613.

**ARTICLE III. PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real

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Darryl W. Johnston, Esquire  
Florida Bar No. 768286  
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and personal property necessary for the rendering of professional services.

**ARTICLE IV. TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

**ARTICLE V. CAPITAL STOCK**

The capital stock of the professional service corporation shall be 1,000 shares of common stock having no par value. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

**ARTICLE VI. REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this corporation is Steven D. Visnaw, D.O., and the street address is 11285 Gyrafalcon Avenue, Brooksville, Florida, 34613. The principal office and mailing address of this corporation is 11285 Gyrafalcon Avenue, Brooksville, Florida, 34613.

**ARTICLE VII. BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two members. The names and addresses of the members of the first board of directors is:

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Name

Address

Steven A. Visnaw, D.O.

11285 Gyrafalcon Avenue  
Brooksville, FL 34613

**ARTICLE VII. SUBSCRIBER**

The name and address of the person signing these articles of incorporation as subscriber is:

Name

Address

Steven A. Visnaw, D.O.

11285 Gyrafalcon Avenue  
Brooksville, FL 34613

**ARTICLE IX. RESTRAINT OF ALIENATION OF SHARES**

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is

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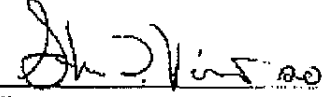
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plainly noted on the certificate evidencing the ownership of such stock. no shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

#### ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions of the incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of  
Incorporation on ~~October~~ <sup>SEPTEMBER</sup> 30, 2005.

  
Steven A. Visnaw, D.O.

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STATE OF FLORIDA  
COUNTY OF HERNANDO

The foregoing articles of incorporation were acknowledged before me on  
30<sup>th</sup> day Sept 2005, by Steven A. Visnaw, who is personally known to me or who  
produced known To me personally as identification



NOTARY PUBLIC  
(Type or print name of Notary)  
My commission expires:

*John Kim*

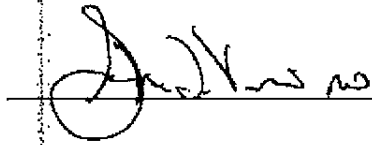
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is STEVEN A. VISNAW, D.O., P.A.
2. The name and address of the registered agent and office is:

Steven A. Visnaw, D.O., 11285 Gyrafalcon Avenue, Brooksville, FL 34613

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Steven A. Visnaw

9/30/05

Date

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