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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Stefano DiMauro, M.D., P.A.

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February 23, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: STEFANO DIMAURO, M.D., P.A.
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ARTICLES OF INCORPORATION
OF
STEFANO DIMAURO, M.D., P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be STEFANO DIMAURO, M.D., P.A. The principal office of this Corporation shall be 16910 N.E. 8th Court, North Miami Beach, Florida 33162.

The mailing Address of this Corporation shall be 16910 N.E. 8th Court, North Miami Beach, Florida 33162.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

- a. To engage in every aspect in the practice of medicine and all its fields of specializations, as are engaged by medical doctors.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

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III

Capital Stock

- a. The maximum number of shares of stock that the Corporation is to have outstanding at any time shall be 1,000,000 shares of common stock at \$.001 per share par value.
- b. The consideration to be paid for each shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

IV

Duration

The Corporation shall have perpetual existence.

V

Registered Agent

The address of this Corporation's initial registered office is 16910 N.E. 8th Court, North Miami Beach, Florida 33162; and the name of its initial registered agent at said address is STEFANO DIMAURO, M.D.

VI

Incorporator

The name and address of the Incorporator is as follows:

STEFANO DIMAURO, M.D.
16910 N.E. 8th Court
North Miami Beach, Florida 33162

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VII

Board of Directors

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of the Corporation is:

STEFANO DIMAURO, M.D.
16910 N.E. 8th Court
North Miami Beach, Florida 33162

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions and limitations on her continued rendering of such professional services, she shall forthwith sever all employment with the Corporation and shall not thereafter share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of shareholder, purchase such shareholder's shares and pay shareholder all amounts owing and lawfully due to shareholder by the Corporation, except that such shares shall not be entitled to dividends.

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X

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

Indemnification

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

XII

Bylaw Amendment.

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment shall be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 23 day of February 2006.


STEFANO DIMAURO, M.D. INCORPORATOR


STEFANO DIMAURO, M.D. REGISTERED AGENT

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STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared STEFANO DIMAURO, M.D. who, being first duly sworn by me, deposes and says that the foregoing instrument is true and correct to the best of his knowledge, information and belief

SWORN TO AND SUBSCRIBED before me this 23 day of February 2006.

My Commission Expires: March 10, 2009

Jennifer Garcia
NOTARY PUBLIC, State of Florida



___ Personally known to me, or
☒ Produced identification 5300-100 01

___ Did take an oath; or
___ Did not take an oath

ACCEPTANCE OF REGISTERED AGENT

STEFANO DIMAURO, M.D. having been designated to act as Registered Agent, hereby agrees to act in this capacity.

Stefano Dimauro
STEFANO DIMAURO, M.D., Registered Agent

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