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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : SMITH HULSEY & BUSBY
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TALLAHASSEE FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Melanie W. Dees, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MELANIE W. DEES, M.D., P.A.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation:

ARTICLE I-NAME

The name of this Corporation is Melanie W. Dees, M.D., P.A.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 1921 Jones Road, Jacksonville, Florida 32220.

ARTICLE III-NATURE OF BUSINESS

The purpose for which this Corporation is organized is to provide professional medical and healthcare services.

ARTICLE IV-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

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ARTICLE VI-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VII-INCORPORATOR

The name and street address of the incorporator are Stephen D. Moore, Jr., 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE VIII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE IX-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of March, 2006.


Stephen D. Moore, Jr., Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

CLERK OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, Melanie W. Dees, M.D., P.A. organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is Melanie W. Dees, M.D., P.A.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE POSITION AS REGISTERED AGENT.



M. Richard Lewis, Jr.

Date: March 17, 2006

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