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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

INTERNAL MEDICINE SPECIALTY ASSOCIATES, P.A.

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**ARTICLES OF INCORPORATION  
OF  
INTERNAL MEDICINE SPECIALTY ASSOCIATES, P.A.**

The undersigned being duly licensed to practice internal medicine in the State of Florida, for the purpose of forming a professional corporation under the laws of the State of Florida, hereby makes and subscribes the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation is:

**INTERNAL MEDICINE SPECIALTY ASSOCIATES, P.A.**

**ARTICLE II  
DURATION**

The existence of this corporation shall commence on the date of filing of these Articles of Incorporation with the Florida Department of State, and thereafter this corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

This corporation is organized for the purpose of engaging in the practice of the profession of internal medicine and in the transaction of any and all lawful business in furtherance thereof.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock. The shares shall not be divided into classes, nor may this corporation issue preferred stock without an amendment to its Articles of Incorporation.

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**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office and principal office of this corporation is 3702 Washington Street, Suite 401, Hollywood, Florida 33021, and the name of the initial registered agent of this corporation at the address is Charles B. Stone.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Charles B. Stone  
3702 Washington Street, Suite 401  
Hollywood, Florida 33021

**ARTICLE VII**  
**INCORPORATORS**

The name and address of the person signing these Articles is:

Charles B. Stone  
3702 Washington Street, Suite 401  
Hollywood, Florida 33021

**ARTICLE VIII**  
**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Professional Services Corporation Act.

**ARTICLE IX**  
**MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE X**  
**ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

**ARTICLE XI**  
**INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by the provisions of the Florida Professional Services Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-laws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holder such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE XII**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

**ARTICLE XIII**  
**BYLAWS**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of JUNE, 2006.

  
\_\_\_\_\_  
CHARLES B. STONE

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as the Registered Agent to accept service of process for **INTERNAL MEDICINE SPECIALTY ASSOCIATES, P.A.** at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: 26 June, 2006



\_\_\_\_\_  
Charles B. Stone

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