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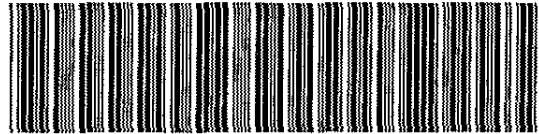
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LAW OFFICES

AYRES, CLUSTER, CURRY, McCALL,  
COLLINS & FULLER, P.A.

21 NORTHEAST FIRST AVENUE  
OCALA, FLORIDA 34470

REPLY TO:

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OCALA, FLORIDA 34478

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September 29, 2006

LAWRENCE C. CALLAWAY, III  
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WAYNE C. McCALL\*†  
ROBERT H. McLEAN

WILLARD AYRES  
1910-1988

\*CERTIFIED CIVIL TRIAL LAWYER

*Florida Bar Board of Certification*

†CERTIFIED CIVIL TRIAL ADVOCATE

*National Board of Trial Advocacy*

°CERTIFIED BUSINESS LITIGATION LAWYER

*Florida Bar Board of Certification*

FEDERAL EXPRESS

Department of State

Division of Corporations

Clifton Building 2661 Executive Center Circle

Tallahassee, Florida 32301

Re: Jose A. Gaudier, MD, PA  
Our File No.

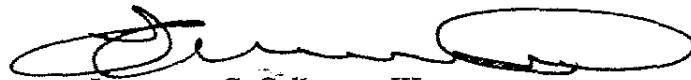
Ladies and Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for Jose A. Gaudier, MD, PA., along with our check, payable to the Florida Department of State for Eighty Seven Dollars and 50/100 (\$87.50) to cover the filing fee and the cost for a certified copy and a Certificate of Status. Please file the enclosed Articles and provide us with a certified copy and a Certificate of Status utilizing the enclosed Federal Express envelope.

Your cooperation in connection with this matter is greatly appreciated. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

AYRES, CLUSTER, CURRY, McCALL,  
COLLINS & FULLER, P.A.



Lawrence C. Callaway, III

LCC/kf

C: J.E. Collins, Esquire

Jose A. Gaudier, MD

ARTICLES OF INCORPORATION

OF

JOSE' A. GAUDIER, MD, PA

FILED

06 OCT -2 PM 4: 07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as incorporator for the purpose of forming a professional service corporation under Chapter 621 of the Florida Statutes, known as the Professional Service Corporation and Limited Liability Company Act, and does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be JOSE' A GAUDIER, MD, PA

ARTICLE II

MAILING ADDRESS

The principal office and mailing address of the corporation shall be 1901 SE 18<sup>th</sup> Avenue, Building 400, Ocala, Florida 34471.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A. To engage in every phase and aspect of the practice of medicine in the specialty of neurology rendering the same professional services to the public that a physician duly licensed under the laws of the State of Florida is authorized to render.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment permissible under the Professional Service Corporation and Limited Liability Company Act, and to own real and personal property necessary for the rendering of professional services.

C. To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of

the purposes or objects of this corporation.

D. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

#### ARTICLE IV

#### CAPITAL STOCK

The maximum 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, having a par value of \$1.00 per share. None of the shares of this corporation may be issued to or owned by anyone other than an individual licensed to practice medicine in the State of Florida.

#### ARTICLE VII

#### TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI

#### DESIGNATION OF REGISTERED AGENT INITIAL ADDRESS OF REGISTERED OFFICE

The initial Registered Agent is designated as JAMES E. COLLINS. The Registered Agent of the corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

The street address of the initial registered office of this corporation in the State of Florida is 21 N.E. 1<sup>st</sup> Avenue, Ocala, Florida 34470. The Board of Directors may from time to time, without amending these Articles, move the principal office to any other address within the State of Florida.

#### ARTICLE VII

#### DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and street address of the first member of the first Board of Directors is:

Jose' Gaudier, M.D.  
1901 SE 18<sup>th</sup> Avenue  
Building 400  
Ocala, Florida 34471

The above named Director shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified.

ARTICLE IX

SUBSCRIBER

The name and street address of the undersigned as subscriber to these Articles of Incorporation is:

Jose' Gaudier, M.D.  
1901 SE 18<sup>th</sup> Avenue  
Building 400  
Ocala, Florida 34471

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business.

ARTICLE X

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida (including, without limitation, Chapter 607 of the Florida Statutes, known as the Florida Business Corporation Act, and the Professional Service Corporation and Limited Liability Company Act) and of the purpose and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. This corporation shall have the power to enter into or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

B. This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such

stock.

C. This corporation shall have the power, at its option, to purchase and acquire any or all of its shares, in accordance with the Bylaws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase; provided, however, that capital of this corporation is not impaired.

D. This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who retires, becomes disabled, dies, or is required to sever financial interests in the corporation, in accordance with the Bylaws adopted by the shareholders of this corporation, or any written stockholders agreement setting forth the terms and conditions of such purchase; provided however, the capital of this corporation in not impaired.

E. This corporation shall have the power to enter into for the benefit of its employees, one or more of the following:

1. A defined contribution plan as defined under the Internal Revenue Code;
2. A defined benefit plan as defined under the Internal Revenue Code;
3. A stock bonus plan;
4. A deferred compensation plan;
5. A restricted stock option plan; or
6. Other plans, including without limitations, insurance plans, retirement plans, and/or incentive compensation plan.

#### ARTICLE XI

#### INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the corporation, or any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

ARTICLE XII

BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-Laws of the corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interests in the corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this corporation, then only the stockholders of this corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

ARTICLE XIV

DATE OF INCEPTION

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29 day of September, 2006.

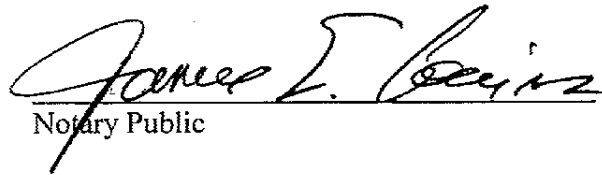
JA Gaudier M.D.  
Jose Gaudier, MD

STATE OF FLORIDA  
COUNTY OF MARION

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgements, personally appeared, Jose' Gaudier, MD, personally known to me or who produced \_\_\_\_\_ as identification and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 28 day of September, 2006.

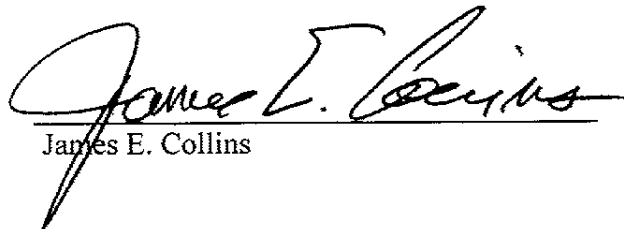
JAMES EDWARD COLLINS  
Notary Public, State of Florida  
My comm. exp. Aug. 20, 2009  
Comm. No. DD 457793

  
Notary Public

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates his location for service of process as: 21 N.E. 1<sup>st</sup> Avenue, Ocala, Florida 34470.

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.

  
James E. Collins

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06 OCT -2 PM 4: 07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA