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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Waldemar Torres-Carlo, M.D., P.A.

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**ARTICLES OF INCORPORATION
OF
WALDEMAR TORRES-CARLO, M.D., P.A.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being duly licensed to practice medicine under the laws of the State of Florida, hereby adopts these Articles of Incorporation to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida.

ARTICLE I
Corporate Name

The name of the corporation shall be:

Waldemar Torres-Carlo, M.D., P.A.

(the "Corporation").

ARTICLE II
Principal and Mailing Address

The street address of the initial principal office of the Corporation is 4710 N. Habana Avenue, Suite 204, Tampa, Florida 33614, and the mailing address is P.O. Box 47777, Tampa, Florida 33646-0115.

ARTICLE III
Purposes

The Corporation is formed to engage in every aspect of the practice of medicine. The professional services involved in the Corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida. The Corporation may also invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own real and personal property necessary for the rendering of such professional services.

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ARTICLE IV
Corporate Existence

The Corporation shall have perpetual existence, commencing on the date that these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE V
Capital Stock

The Corporation is authorized to issue ten thousand (10,000) shares of common stock, having a par value of one cent (\$.01) per share. None of the authorized shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE VI
Preemptive Rights

The Corporation elects to have preemptive rights.

ARTICLE VII
Restraint on Alienation of Shares

No shareholder of the Corporation may sell or transfer any shares of the Corporation except to another individual who is eligible to be a shareholder of the Corporation. The foregoing restriction on alienation is not exclusive, and nothing herein shall preclude the imposition of additional restrictions on the transfer or registration of outstanding shares of the Corporation pursuant to the bylaws, an agreement among the shareholders of the Corporation or an agreement between the shareholders and the Corporation.

ARTICLE VIII
Forfeiture Upon Occurrence of Disqualifying Event

The earliest to occur of any of the following events with respect to any shareholder of the Corporation (a "Disqualifying Event") shall constitute an event disqualifying such shareholder (the "Disqualified Shareholder") from owning shares of the Corporation:

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- (a) his/her legal disqualification to practice medicine in the State of Florida;
- (b) his/her acceptance of employment that, pursuant to existing law, places restrictions or limitations upon his/her continued rendering of professional medical services;
- (c) any sale, transfer, hypothecation or pledge, or attempted sale, transfer, hypothecation or pledge, by him/her of stock in the Corporation to any person ineligible to be a shareholder in the Corporation; or
- (d) the occurrence of any involuntary transfer of his/her stock in the Corporation, the effect of which is to vest any legal or equitable interest in such stock in some person other than the shareholder.

Upon the occurrence of a Disqualifying Event, all of the shares of stock in the Corporation owned by the Disqualified Shareholder shall be forfeited to, and redeemed by the Corporation, on the terms and conditions as may be set forth in any applicable provision of the bylaws, an agreement among the shareholders, or an agreement between the shareholders and the Corporation, in effect from time to time; provided, however, in the absence of a bylaw or contractual provision governing the redemption of a Disqualified Shareholder's stock in the Corporation upon the occurrence of a Disqualifying Event, the Disqualified Shareholder shall be entitled to receive, in consideration for the forfeiture of his/her stock in the Corporation, a sum equal to the product of (a) the number of shares of stock owned by the Disqualified Shareholder, multiplied by (b) the "book value" of a single share of outstanding stock of the Corporation determined as of the last day of the month preceding the month in which the Disqualifying Event occurs (the "Determination Date"), and no more. For purposes of these Articles of Incorporation, the "book value" of a single share of outstanding stock of the Corporation shall mean the quotient of (i) the sum of the assets of the Corporation, reduced by the sum of its liabilities, divided by (ii) the total number of shares of outstanding stock of the Corporation, all determined as of the close of business on the Determination Date, and shall be determined by the accountant or firm of accountants then servicing the books and records of the Corporation, in accordance with generally accepted

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accounting principles, consistently applied. The determination of such accountant shall be binding upon the Corporation and the Disqualified Shareholder, unless patently erroneous. Upon the occurrence of a Disqualifying Event, the Disqualified Shareholder shall sever all employment with, and forthwith cease to be a shareholder of, the Corporation and, except to receive payment for his/her stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to the Disqualified Shareholder by the Corporation, the Disqualified Shareholder shall then and thereafter have no further financial interest of any kind in the Corporation. Each shareholder of the Corporation hereby grants an irrevocable power of attorney to the Corporation to cancel his/her stock upon the occurrence of a Disqualifying Event.

ARTICLE IX
Registered Office and Agent

The street address of the initial registered office of the Corporation is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the initial registered agent at such address is Charles A. Carlson.

ARTICLE X
Directors

The business of the Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The number of directors may be either increased or diminished from time to time, in the manner prescribed in the bylaws, but shall never be less than one (1). The initial director of the Corporation is Waldemar Torres-Carlo, M.D., and his street address is 4710 N. Habana Avenue, Suite 204, Tampa, Florida 33614.

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ARTICLE XI
Incorporator

The name and address of the Incorporator is:

NAME

Charles A. Carlson


ADDRESS

601 Bayshore Boulevard, Suite 700
Tampa, Florida 33606

ARTICLE XII
Amendments

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the bylaws of the Corporation or other governing law, and any rights conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 3rd day of August, 2007, and acknowledges that he is familiar with, and accepts, the obligations of registered agent of this Corporation.



CHARLES A. CARLSON
Incorporator and Registered Agent

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