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ACCOUNT NO. : 072100000032 REFERENCE: 219546 AUTHORIZATION : COST LIMIT : ORDER DATE: September 10, 2007 ORDER TIME : 9:50 AM ORDER NO. : 219546-005 CUSTOMER NO: 7182683 DOMESTIC FILING WEST BOCA PHYSICIANS GROUP, INC. EFFECTIVE DATE: XX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: __ CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING CONTACT PERSON: Kathy Drake - EXT. 2959

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF

WEST BOCA PHYSICIANS GROUP, INC.





The undersigned, pursuant to Florida Statues, Chapter 621, does hereby adopt and sign the following Articles of Incorporation.

FIRST: The name of the corporation (hereinafter called the "Corporation") is **West Boca Physicians Group, Inc.**

SECOND: The principal place of business and mailing address of the Corporation shall be 14050 NW 14th Street, Suite 190, Fort Lauderdale, Florida 33323.

<u>THIRD</u>: The duration of the corporation is to be perpetual.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 5,000, with a par value of \$1.00 per share.

FIFTH: The nature of the business or purpose to be conducted or promoted is to engage in any lawful activity for which corporations may be organized under the Florida 1989 Business Corporation Act, and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

SIXTH: The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

Stephen Holtzclaw 14050 NW 14th Street, Suite 190 Fort Lauderdale, FL 33323

SEVENTH: A Director of the Corporation shall have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, provided, however, that this Article SIXTH shall not eliminate or limit the liability of a Director, except to the extent permitted by applicable law, (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve

intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida 1989 Business Corporation Act as the same now exists or may hereafter be amended, or (iv) for any transaction from which the Director derived an improper personal benefit.

EIGHTH: The Corporation's registered agent shall be as follows:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

NINTH: The name and address of the Incorporator is: John R. Stair, 1900 Winston Road, Suite 300, Knoxville, Tennessee 37919.

Signed on the 6^{th} day of September, 2007.

John R. Stair, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Suell. Frake

Sarah K. Drake as its agent

Authorized Service Representative Corporation Service Company

SKD/skd

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