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NO. 66

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*Cindy Harris Ex 293*

FLORIDA PROFIT/NON PROFIT CORPORATION

ROJAS, ANTONY & RODRIGUEZ, MD'S, PA

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2007 DEC -4 A 10:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION.  
OF  
ROJAS, ANTONY & RODRIGUEZ, MD'S, PA**

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

**ARTICLE I.**

**NAME**

The name of this Corporation is Rojas, Antony & Rodriguez, MD's, PA.

**ARTICLE II.**

**EFFECTIVE DATE OF ARTICLES**

This Corporation shall have perpetual existence commencing upon filing.

**ARTICLE III.**

**NATURE OF PROFESSIONAL BUSINESS**

- A. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of medicine and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State under chapters 458 or 459, Florida Statutes, or other applicable law.
- B. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

**ARTICLE IV.**

**CAPITAL STOCK**

- A. This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.
- B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.

- C. Shares of the Corporation's stock and certificates therefore shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

#### ARTICLE V.

#### LOSS OF LICENSE; SEVERANCE AND TERMINATION OF EMPLOYMENT

A. If a person who has been rendering professional services to the public becomes legally disqualified to render such professional services as a physician within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services (each a Disqualification Event), that person (the Disqualified Person) shall sever all employment with, and financial interests in, the Corporation forthwith.

B. In the event a shareholder becomes a Disqualified Person, the Disqualified Person's shares in the Corporation are redeemed and shall be deemed to have been redeemed and cancelled effective as of the Disqualification Event. No shares held by the shareholder who is a Disqualified Person shall be considered outstanding upon and after the Disqualification Event. The Disqualified Person who is a shareholder shall not be entitled to vote or participate in any Corporation or shareholder action and shall cease to be a shareholder, manager, employee, officer, or director, of the Corporation immediately effective as of the Disqualification Event, and the sole right and entitlement of the shareholder who is a Disqualified Person shall be to receive the Redemption Price for the shareholder's shares (the Redeemed Shares).

C. The Redemption Price for the Redeemed Shares shall be as set forth in the Corporation's bylaws or other shareholders' agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code. Any delay in the determination of the price shall not constitute grounds for the shareholder who is Disqualified Person to continue as a shareholder and his or her status shall be that solely of a creditor.

D. The Redemption Price for the Redeemed Shares shall be paid in accordance with the provisions of the applicable bylaws or shareholders' agreement, if any, and if not, at the election of the Corporation, shall be paid in cash or in not

more than sixty (60) monthly installments of principal and interest with interest computed at the Applicable Federal Rate. The closing shall occur within thirty (30) days after the Corporation first acquires actual knowledge of the Disqualification Event or, if later, within five (5) days after determination of the Redemption Price by arbitration if submitted to arbitration.

E. Provided, however, if the sole shareholder of this Corporation is or becomes a Disqualified Person the Corporation shall promptly amend these articles or take such other legal action as shall be necessary or appropriate to cause the Corporation to change its business purpose from the rendering of professional service to provide for any other lawful purpose by amending its articles of incorporation in the manner required for an original incorporation under Chapter 608, Florida Statutes, the Corporation shall be removed from the provisions of Chapter 621, Florida Statutes, including, but not limited to, the right to practice a profession.

F. If at the time a shareholder becomes a Disqualified Person, the Corporation provides, or the shareholder is required to provide, professional liability insurance, upon the Disqualification Event, the shareholder who has become a Disqualified Person shall promptly provide an extended coverage endorsement ("tail coverage") in regard to the shareholder's professional liability insurance policy then in effect, with the same coverage limits and for a period of not less than four years, or if less the maximum period available under the professional liability insurance policy then in effect. Upon an failure of the shareholder to provide the Corporation with a valid and binding certificate of tail coverage from the insurer, the Corporation may, in the discretion of a majority vote of its shareholder(s) who are not Disqualified Persons, purchase such coverage and offset the premium therefore against the Redemption Price, to the extent of the Redemption Price, with the shareholder remaining liable for any excess premium.

## ARTICLE VI.

### REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Thomas Antony, M.D.  
Address: 800 Medical Court East  
Inverness, FL 34452

## ARTICLE VII.

### INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name: Armando Rojas, M.D.  
Address: 800 Medical Court East  
Inverness, FL 34452

## ARTICLE VIII.

### PRINCIPAL OFFICE

The initial principal address of this Corporation is:


Address: 800 Medical Court East-  
Inverness, FL 34452

## ARTICLE IX.

### BOARD OF DIRECTORS

The Corporation shall be governed by a board of not less than one (1) director, as determined from time to time by the shareholders in accordance with the bylaws of the Corporation. Initially, the Corporation shall have a board of three (3) directors, and the initial directors shall be: Armando Rojas, M.D.; Thomas Antony, M.D.; and Carlos Rodriguez, M.D.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 19 day of NOVEMBER, 2007, for the purpose of organizing this Corporation under the laws of the State of Florida.

  
Armando Rojas, M.D.

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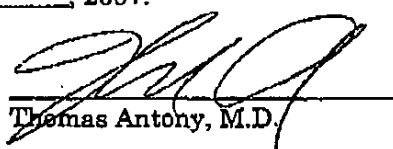
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**ACKNOWLEDGMENT:**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. for 2007 2007.

  
Thomas Antony, M.D.