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FLORIDA PROFIT/NON PROFIT CORPORATION

PRIYA G. RAO, D.O., P.A.

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**ARTICLES OF INCORPORATION  
OF**

**PRIYA G. RAO, D.O., P.A.**

**A Florida Professional Services Corporation**

The undersigned incorporator, being authorized to execute and file these Articles of Incorporation, for the purpose of forming a Florida professional services corporation, pursuant to Chapters 607 and 621 of the Florida Statutes, hereby certifies that:

**ARTICLE I  
NAME**

The name of the professional service corporation (hereinafter referred to as the "Corporation") is:

**PRIYA G. RAO, D.O., P.A.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office and the mailing address of the Corporation is:

8130 66<sup>th</sup> Street N., Suite 1  
Pinellas Park, Florida 33781

**ARTICLE III  
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually, unless dissolved according to law, and such existence shall commence at the time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE IV  
PURPOSE**

The Corporation may engage in every aspect of the business of rendering the same professional services to the public that a physician, duly licensed or otherwise legally qualified

under the laws of the State of Florida, is authorized to render, including but not limited to the practice of Internal Medicine. The Corporation may also engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation, incidental to such professional services.

#### **ARTICLE V AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have the authority to issue is ONE THOUSAND (1,000) shares, all of which shares shall be common stock with a par value of \$.001 per share.

#### **ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Corporation is located at One Tampa City Center, Suite 3200, Tampa, Florida 33602, and the initial registered agent of the Corporation at such office is Lina Angelici, Esq. The Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### **ARTICLE VII BOARD OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the Corporation's by-laws. The name and address of the first director of the Corporation, who shall serve until the first annual meeting of shareholders or until her successor is duly elected and qualified, is:

<u>Name</u>	<u>Address</u>
Priya G. Rao, D.O.	8130 66th Street N., Suite 1 Pinellas Park, Florida 33781

**ARTICLE VIII  
INCORPORATOR**

The name and address of the incorporator is:

Name

Lina Angelici, Esq.


Address

One Tampa City Center, Suite 3200  
Tampa, Florida 33602

**ARTICLE IX  
INDEMNIFICATION**

All persons now or hereafter serving as a director, officer and/or employees of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by them in connection with or resulting from any claim, action, suit or proceeding in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer and/or employee of the Corporation, whether or not they continued to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, *except* with regard to matters as to which they shall be adjudged in any claim, action, suit or proceeding to be liable for their own gross negligence or willful misconduct in the performance of their duties. Expenses (including attorney's fees) incurred in defending any such claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such proceedings.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, for the uses and purposes herein stated, this 25th day of March, 2008.

  
Lina Angelici, Esq., as Incorporator

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT  
FOR  
PRIYA G. RAO, D.O., P.A.**

The undersigned, Lina Angelici, Esq., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505 of the Florida Statutes.

DATED this 25th day of March, 2008.

  
Lina Angelici, Esq.

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