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Ponte Vedra Orthopaedics, P.A.

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<b>To:</b> Division of Corporations	<b>From:</b> Donna Ciancutti
<b>Fax:</b> 850-617-6381	<b>Pages:</b> 5
<b>Phone:</b>	<b>Date:</b> May 22, 2008
<b>Re:</b> <u>Ponte Vedra Orthopaedics, P.A.</u>	<b>CC:</b>

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**ARTICLES OF INCORPORATION**  
**OF**  
**PONTE VEDRA ORTHOPAEDICS, P.A.**

The undersigned incorporator, for the purpose of forming a corporation in the state of Florida hereby adopts the following Articles of Incorporation.

**Article I**

**Name, Duration and Purpose**

The name of this corporation is Ponte Vedra Orthopaedics, P.A. The duration of the corporation is perpetual. The effective date upon which this corporation shall come into existence shall be the date these Articles are filed by the Secretary of State. The general purpose for which this professional association is organized shall be (i) to render professional medical services to the general public, and to do all things in connection therewith that are customarily done by orthopaedics under the laws of the State of Florida and (ii) in furtherance of its corporate purposes, the professional association shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation Act.

**Article II**

**Principal Office**

The address of the principal office and mailing address of the corporation in the State of Florida is 3787 Palm Valley Road, Suite 102-413, Ponte Vedra Beach, Florida 32082.

**Article III**

**Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having no par value.

**Article IV**

**Registered Office and Agent**

The street address of the registered office of this corporation is 3787 Palm Valley Road, Suite 102-413, Ponte Vedra Beach, Florida 32082 and the name of the registered agent of this corporation at that address is Kevin Douless, M.D.

**Article V**

**Directors**

1. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

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2. The name and street address of the sole member of the board of directors of this corporation is:

NameAddress

Kevin Douless, M.D.

3787 Palm Valley Road, Suite 102-413  
Ponte Vedra Beach, Florida 32082

3. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

**Article VI****Bylaws**

The power to adopt, amend or repeal bylaws for the management of this corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to the amendment or repeal by the Board of Directors.

**Article VII****Incorporator**

The name and street address of the incorporator of this corporation is Kevin Douless, M.D., 3787 Palm Valley Road, Suite 102-413, Ponte Vedra Beach, Florida 32082.

**Article VIII****Amendment**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 22 day of May, 2008.

  
\_\_\_\_\_  
Kevin Douless, M.D.  
Incorporator**H08000135920 3**

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

Ponte Vendra Orthopaedics, P.A. desiring to organize or qualify under the laws of the State of Florida hereby designates Kevin Douless, M.D., as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 3787 Palm Valley Road, Suite 102-413, Ponte Vendra Beach, Florida 32082.

May 22, 2008.

  
Kevin Douless, M.D.  
sole Shareholder

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

May 22, 2008.

  
Kevin Douless, M.D.  
Registered Agent

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