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FLORIDA PROFIT/NON PROFIT CORPORATION

Lake Okeechobee Digestive Disease Center, P.A.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
LAKE OKEECHOBEE DIGESTIVE DISEASE CENTER, P.A.**

The undersigned being duly licensed to practice law in the State of Florida, for the purpose of forming a professional corporation under the laws of the State of Florida, hereby makes and subscribes the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation is:

**LAKE OKEECHOBEE DIGESTIVE DISEASE CENTER, P.A.**

**ARTICLE II  
DURATION**

The existence of this corporation shall commence on the date of filing of these Articles of Incorporation with the Florida Department of State, and thereafter this corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

This corporation is organized for the purpose of providing gastroenterology and internal medicine services and for transacting any and all business for which corporations may be formed under Chapter 621 of the Florida Statutes, as amended from time to time.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock. The shares shall not be divided into classes, nor may this corporation issue preferred stock without an amendment to its Articles of Incorporation.

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**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The corporation's principal office address is 225 N.E. 19<sup>th</sup> Drive, Okeechobee, Florida 34972 and the name and street address of the initial registered agent of this corporation is Alan B. Cohn, Esq., 100 West Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Dr. Alberto Orlando Fernandez-Bravo  
225 N.E. 19<sup>th</sup> Drive  
Okeechobee, FL 34972

**ARTICLE VII**  
**INCORPORATORS**

The name and address of the person signing these Articles is Alan B. Cohn, Esq., located at 100 West Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

**ARTICLE VIII**  
**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Professional Services Corporation Act.

**ARTICLE IX**  
**MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE X**  
**ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

**ARTICLE XI**  
**INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by the provisions of the Florida Professional Services Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-laws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holder such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE XII**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

**ARTICLE XIII**  
**BYLAWS**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

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**ARTICLE XIV**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4 day of September 2008.

  
ALAN B. COHN, ESQ.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as the Registered Agent to accept service of process for **LAKE OKEECHOBEE DIGESTIVE DISEASE CENTER, P.A.** at the place designated in the Articles of Incorporation, I agree to act in this capacity, I 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 duties and obligations of the Registered Agent.

Dated: September 4 2008

  
ALAN B. COHN, ESQ.

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