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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
3/6

Thomas W. Ruggles, P.A.

Attorney and Counselor at Law
603 Indian Rocks Road
Belleair, FL 33756-2056

E-Mail: TWRLaw@tampabay.rr.com

Fax (727) 461-5655

(727) 449-2500

March 2, 2009

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

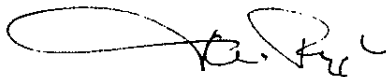
**RE: ARTICLES OF INCORPORATION OF
JAMES G. RAU, M.D., P.A.**

Dear Sir or Madam:

I am enclosing, in duplicate, an original set of Articles of Incorporation for the above-referenced company, as well as a check in the amount of **\$70.00** for the filing fee. After filing, please return a stamped copy of the Articles to my office.

Thank you for your assistance in this matter. In the event of any questions, please call.

Very truly yours,



THOMAS W. RUGGLES

TWR/ksf

Enclosures

**ARTICLES OF INCORPORATION
OF
JAMES G. RAU, M.D., P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these articles of incorporation to form a corporation under the Professional Service Corporation Act., F. S.. Chapter 621, and laws of the State of Florida.

**ARTICLE I
Name of Professional Association**

The name of the professional association shall be:

JAMES G. RAU, M.D., P.A.

**ARTICLE II
Nature of Business**

This professional association is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real and personal property necessary for the rendering of professional services. The general nature of the business is to provide physician staffing for hospital emergency medicine departments and any other activities permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Principal Place of Business**

The initial street address in this state of the principal office of this professional association is: 14004 Kensington Oak Place, Largo, FL 33774. The professional association may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within the State of Florida as may be determined and deemed expedient.

ARTICLE IV
Capital Stock

The maximum numbers of shares the corporation is authorized to have outstanding at any one time is: 1,000 shares of Five Dollar (\$5.00) par value all of which shall have the same rights and privileges. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida

ARTICLE V
Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI
Term of Existence

This professional association is to exist perpetually.

ARTICLE VII
Directors

This professional association 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. The name and address of the initial director of this professional association is:

JAMES G. RAU
14004 Kensington Oak Place
Largo, FL 33774

ARTICLE VIII
Subscriber

The name and the street address of the subscriber of these Articles of Incorporation is:

JAMES G. RAU
14004 Kensington Oak Place
Largo, FL 33774

ARTICLE IX
Designation of Registered Agent

The initial designation of the Registered Office of this professional association shall be 603 Indian Rocks Road, Belleair, Florida 33756, and the Registered Agent shall be **THOMAS W. RUGGLES, ESQUIRE**, to accept service of process within this State until changed according to law.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the shareholders by a majority of the stock entitled to vote thereon.

ARTICLE XI
Commencement of Corporate Existence

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE XII
Restraint on Alienation of Shares

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional

service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholders meeting especially called for the purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, is elected to public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE XIII **Pre-Emptive Rights**

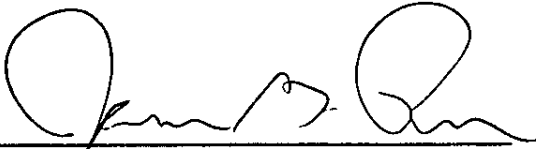
The shareholders of this Corporation shall be entitled to purchase ratable according to their respective holdings any shares of the Corporation hereinafter issued or after any securities exchangeable are converted into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares; but in either case, only at such price and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE XIV **Indemnification**

The corporation may be empowered to indemnify any officer or director or any former officer or director, in the manner set out and provided for in the bylaws of this corporation and to the full

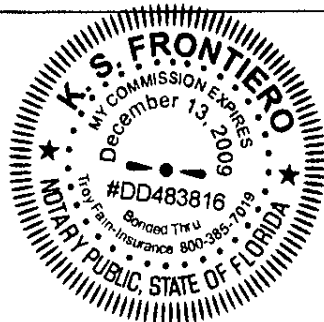
extent permitted by law.

IN WITNESS WHEREOF, the incorporator above named, has hereunto set his hand and seal this 2nd day of March, 2009..

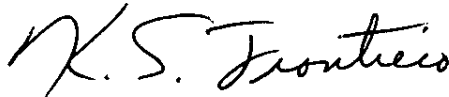

JAMES G. RAU

STATE OF FLORIDA }
COUNTY OF PINELLAS }

The foregoing document was acknowledged before me on the 2nd day of Mar., 2009 by JAMES G. RAU, who: ☒ is personally known to me, or ☐ is not personally known to me, who produced _____ as identification.



NOTARY PUBLIC


State of Florida at Large
Commission Number & Expiration Date:

ACCEPTANCE OF REGISTERED AGENT

THOMAS W. RUGGLES does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for in 607.0505, Florida Statutes.

DATED this 2nd day of MARCH, 2009.


THOMAS W. RUGGLES, ESQUIRE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA }
COUNTY OF PINELLAS }

The foregoing document was acknowledged before me on the 2nd day of March 2009 by **THOMAS W. RUGGLES, ESQUIRE** who; ☒ is personally known to me, or ☐ is not personally known to me, who produced _____ as identification.



NOTARY PUBLIC

K.S. Frontiero

State of Florida at Large

Commission Number & Expiration Date: