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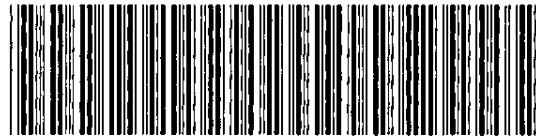
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23



CORPORATION SERVICE COMPANY\*

ACCOUNT NO. : I20000000195

REFERENCE : 157992 118517A

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Handwritten signature: Donald A. Chapman*

ORDER DATE : October 16, 2009

ORDER TIME : 11:0 AM

ORDER NO. : 157992-005

CUSTOMER NO: 118517A

DOMESTIC FILING

NAME: SCHMIDT FACIAL PLASTIC  
SURGERY, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**SCHMIDT FACIAL PLASTIC SURGERY, P.A.**

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The undersigned, acting as the incorporator of Schmidt Facial Plastic Surgery, P.A., under the Florida Business Corporation Act and the Professional Service Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

Schmidt Facial Plastic Surgery, P.A.

**ARTICLE II. CORPORATE PURPOSE**

The corporation may engage in every aspect of the practice of medicine and shall not engage in any business other than the practice of medicine.

**ARTICLE III. CORPORATE POWER**

The corporation shall have all the powers granted to all corporations organized under the Florida Business Corporation Act and the Professional Service Corporation Act except that the corporation shall not have the power to engage in any business other than the rendition of the professional services for which it was incorporated as set forth in Article II. Notwithstanding the foregoing, the corporation may invest its funds in bonds, stocks, mortgages, real estate, and other types of investment, and the corporation may own any real and personal property that is necessary for the rendition of the professional services set forth in Article II.

**ARTICLE IV. RENDITION OF PROFESSIONAL SERVICES**

The corporation shall render the professional services described in Article II only through its agents, officers, directors, employees, and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice medicine or provide the medical services requested. The terms "agents," "officers," "employees," and "representatives" shall not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

**ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal business office and mailing address of the corporation is:

2120 SW 22nd Place  
Ocala, FL 34474

**ARTICLE VI. CAPITAL STOCK**

The number of shares of capital stock that the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$.10 per share.

**ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 400 North Ashley Drive, Suite 1500, Tampa, Florida 33602, and the name of the corporation's initial registered agent at the address is Jeffery M. Fuller.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The name and street address of the initial director is:

Christopher J. Schmidt  
2120 SW 22nd Place  
Ocala, FL 34474

**ARTICLE IX. LIMITATION ON ISSUANCE AND TRANSFER OF STOCK**

The corporation may issue its capital stock only to individuals who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida and who are agents, officers, or employees of the corporation. In the event that a shareholder:

- (a) becomes legally disqualified to practice medicine in the state of Florida;
- (b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon the rendition of professional services as a physician;

- (c) sells, assigns, conveys, pledges, transfers, hypothecates, or otherwise disposes of, or attempts to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any shares of capital stock in the corporation to any person ineligible by law or by the Articles of Incorporation to be a shareholder in the corporation, or if the sale, pledge, transfer, assignment, conveyance, hypothecation, or other disposition of, or attempt to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any shares of capital stock in the corporation is made in a manner prohibited by law, the Articles of Incorporation, or the Bylaws of the corporation; or
- (d) suffers an execution to be levied upon his or her capital stock, or the capital stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in the capital stock in some person other than the shareholder,

the capital stock of the shareholder immediately shall be deemed forfeited; the corporation immediately shall cancel the shares of capital stock owned of record by the shareholder; and the shareholder or other person in possession of the capital stock shall be entitled only to receive payments for the value of the capital stock which, in the absence of a bylaw provision, a provision in the Articles of Incorporation, a written agreement between the corporation and its shareholders, or a written agreement among its shareholders, shall be the book value as of the last day of the month preceding the month in which any of the events enumerated above occurs. The shareholder whose shares of capital stock become forfeited and are cancelled by the corporation shall immediately cease to be a shareholder, and except as to the shareholder's right to receive payment for the capital stock in accordance with the foregoing provision and the payment of any other sums then lawfully due and owing to the shareholder by the corporation, the shareholder shall terminate his or her employment with the corporation and shall have no further financial interest of any kind in the corporation.

#### **ARTICLE X. ALIENATION OF STOCK**

No shareholder of the corporation may sell, assign, convey, transfer, or otherwise dispose of any of his or her shares of capital stock in the corporation except to another individual who is duly qualified to be a shareholder of the corporation.

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent with the Articles of Incorporation, restraining the alienation of shares of capital stock of the corporation and providing for the purchase or redemption by the corporation of its shares of capital stock.

**ARTICLE XI. INCORPORATORS**

The name and street address of the incorporator is:

Jeffery M. Fuller  
400 North Ashley Drive, Suite 1500  
Tampa, Florida 33602

**EXECUTION DATE: October 15, 2009**

  
\_\_\_\_\_  
Jeffery M. Fuller  
as incorporator

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**SCHMIDT FACIAL PLASTIC SURGERY, P.A.**


**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Schmidt Facial Plastic Surgery, P.A., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 400 North Ashley Drive, Suite 1500, Tampa, Florida 33602, has named Jeffery M. Fuller as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Schmidt Facial Plastic Surgery, P.A. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

**EXECUTION DATE: October 15, 2009**

  
\_\_\_\_\_  
Jeffery M. Fuller  
Registered Agent

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