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**ARTICLES OF INCORPORATION
OF
ANAL RECTAL CLINIC, P.A.**

The undersigned Incorporator hereby executes these Articles of Incorporation for the purpose of forming a professional service corporation accordance with the laws of the State of Florida.

**ARTICLE 1
NAME**

The name of this corporation shall be: **ANAL RECTAL CLINIC, P.A.**

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of this corporation shall be 1354
CELEBRATION AVENUE, CELEBRATION, FLORIDA 34747.

**ARTICLE 3
CAPITAL STOCK**

The total number of shares of capital stock authorized to be issued by this Corporation shall be 1,000 shares of common stock, par value \$.01 per share (the "Common Stock").

**ARTICLE 4
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at 401 EAST JACKSON STREET, SUITE 1700, TAMPA, FLORIDA 33602, and the initial registered agent of this corporation at such office shall be JOSEPH RUGG. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE 5
BOARD OF DIRECTORS AND OFFICERS**

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. Initially, the number of directors shall be one (1). The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. **CESARE PAOLO PERAGLIE, M.D.** shall be the sole Director and shall also serve as the President, Secretary, and Treasurer of the Corporation until the earlier of his death, incapacity, resignation, or disqualification from serving or until his successor is duly elected. In such capacities, **CESARE PAOLO PERAGLIE, M.D.** shall have full power and authority to act for and on behalf of the Corporation, including, without limitation, to enter into contracts, open and close bank accounts, incur and pay debts and expenses, file papers with the Internal Revenue Service and other state and federal governmental and regulatory agencies, and engage professionals and other advisors, and all persons may rely on these Articles of Incorporation to deal directly with such named individual on all matters relating to the Corporation.

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ARTICLES OF INCORPORATION OF
ANAL RECTAL CLINIC, P.A.
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ARTICLE 6
INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is JOSEPH RUGG, 401 EAST JACKSON STREET, SUITE 1700, TAMPA, FLORIDA 33602.

ARTICLE 7
PURPOSES AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and, specifically, the practice of medicine as a professional association under Chapter 621, Florida Statutes. In connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 8
RENDITION OF PROFESSIONAL SERVICES

The corporation shall render the professional services described in Article 7 only through its agents, officers, directors, employees, contractors, and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice medicine or osteopathic medicine or provide the ancillary medical services requested. The term "agents," "officers," "employees," "contractors," 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 9
BYLAWS

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10
AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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ANAL RECTAL CLINIC, P.A.
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 26th day of January, 2010.



JOSEPH RUGG, Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, JOSEPH RUGG, 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, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 26th day of January, 2010.



JOSEPH RUGG

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