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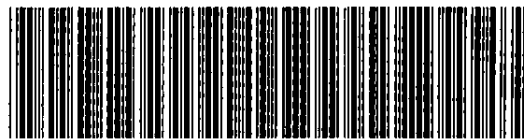
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2010 JUN - 7 PM 4: 00

6/8/10



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Port Charlotte, FL 33948

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David E. Olmsted
Attorney at Law
Board Certified Real Estate Lawyer

Michael M. Wilson
Attorney at Law

Carrie M. Fouchia
Attorney at Law

June 4, 2010

via UPS NEXT DAY AIR

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Incorporation of FLAGEL PEDIATRIC & FAMILY MEDICINE, P.A.

Dear Sir or Ma'am:

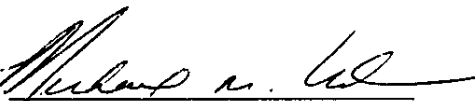
Enclosed please find Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$70.00 for the filing fee.

Please return the confirmation of filing to the undersigned.

Thank you for your assistance and if you have any questions or comments, please give me or my assistant, Laura, a call.

Sincerely,

OLMSTED & WILSON, P.A.

By 
Michael M. Wilson

2010 JUN - 7 PM 4:00
FBI
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MMW/ll

Encls.

cc: Client

ARTICLES OF INCORPORATION

OF

FLAGEL PEDIATRIC & FAMILY MEDICINE, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
2010 JUN -7 PM 4:00

I, DAVID A. FLAGEL, the undersigned, who is licensed to practice the profession of medicine in the State of Florida, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: **FLAGEL PEDIATRIC & FAMILY MEDICINE, P.A.**

ARTICLE II - PURPOSE

The purposes for which this corporation is formed are:

A. To engage in the practice of medicine as a professional corporation and to carry on services incident thereto. The practice of medicine is the sole and exclusive professional service to be rendered by this corporation.

B. To own property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purpose or objects of this corporation.

C. The professional services of this corporation shall be carried out only through officers, employees and agents, each of whom has been certified as a medical doctor in the State of Florida.

ARTICLE III - CAPITAL STOCK

A. The total number of shares of capital stock which the corporation shall be authorized to issue is One Thousand (1,000) shares. Such shares shall be of a single class of common stock and shall have a par value of \$1.00 per share.

B. Each shareholder must be a duly certified to practice medicine in the State of Florida.

C. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock.

ARTICLE IV - 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 ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock of 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 shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice as a licensed physician in the State of Florida, 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 V - DURATION

This corporation shall have perpetual existence commencing as of the date of execution of these Articles.

ARTICLE VI - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 2560 N. Toledo Blade, North Port, FL 34289.

ARTICLE VII – REGISTERED AGENT

FLAGEL PEDIATRIC & FAMILY MEDICINE, P.A. has designated Michael M. Wilson, Esq., 17801 Murdock Circle, Suite A, Port Charlotte, County of Charlotte, State of Florida, as its registered agent.

ARTICLE VIII - BOARD OF DIRECTORS

There shall be a board of directors for this corporation which shall consist of two (2) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation.

ARTICLE IX - INITIAL DIRECTORS

The name and address of the initial directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
DAVID A. FLAGEL, M.D.	2560 N. Toledo Blade Blvd. North Port, FL 34289
SUSAN D. FLAGEL, D.O.	2560 N. Toledo Blade Blvd. North Port, FL 34289

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:

David A. Flagel, M.D.
2560 N. Toledo Blade Blvd.
North Port, FL 34289

ARTICLE XI - TRANSACTION WITH CORPORATIONS

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation or are directors or officers of any other corporation. Any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is interested shall be disclosed or shall have been known to the board of directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm or who is interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any such contract or transaction, with like force and effect, as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

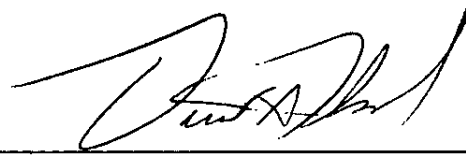
ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the board of directors of this corporation only.

ARTICLE XIII - AMENDMENT OF ARTICLES OF INCORPORATION

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

The undersigned has executed these Articles of Incorporation for the uses and purposes herein stated at Port Charlotte, Charlotte County, Florida on the 4th day of June, 2010.

A handwritten signature in black ink, appearing to read "David A. Flagel", written over a horizontal line.

DAVID A. FLAGEL

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

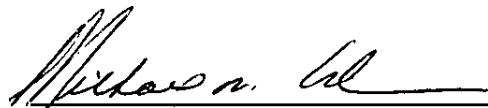
* * * * *

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

That **FLAGEL PEDIATRIC & FAMILY MEDICINE, P.A.**, desiring to organize
under the laws of the State of Florida with its principal office, as indicated in the Articles
of Incorporation at 2560 N. Toledo Blade Blvd., County of Sarasota, North Port, State of
Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation, at the place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping open
said office.



Michael M. Wilson, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2010 JUN - 7 PM 4:00