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FLORIDA PROFIT/NON PROFIT CORPORATION

Central Florida Physicians Alliance RPG, Inc.

Certificate of Status	0
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AUG-27-10 10:24AM FROM-

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ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA PHYSICIANS ALLIANCE RPG, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I
Name

The name of the corporation is CENTRAL FLORIDA PHYSICIANS ALLIANCE RPG, INC. (the "Corporation").

ARTICLE II
Principal Office

The mailing address and address of the initial principal office of the Corporation is 120 EAST PINE STREET, SUITE 11, LAKE LAND, FLORIDA 33803.

ARTICLE III
Duration

The corporate existence shall commence on August 26, 2010, which is the date these Articles have been executed and acknowledged, and thereafter shall exist perpetually.

ARTICLE IV
Purpose

The purpose for which the Corporation is formed and shall be is to provide or arrange for the provision of medical professional liability and other insurance for duly licensed health care professionals. The Corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or Country to engage in any business not prohibited by the Florida Corporation Act. It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE V
Directors and Officers

The Corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than three (3). The composition of the board of directors and manner of selection of directors shall be as provided in the bylaws. The name and street address of the members of the first board of directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Sergio B. Seoane, M.D.	120 East Pine Street, Suite 11, Lakeland, Florida 33803
Rafael J. Nobo, Jr., M.D.	120 East Pine Street, Suite 11, Lakeland, Florida 33803
Matthew J. Cory, M.D.	120 East Pine Street, Suite 11, Lakeland, Florida 33803
Donald E. Eason, M.D.	120 East Pine Street, Suite 11, Lakeland, Florida 33803
C. Christopher Pittman, M.D.	120 East Pine Street, Suite 11, Lakeland, Florida 33803

Section 6.3. Officers. The Corporation shall have such officers as elected by the board of directors from time to time. Initially, Sergio B. Seoane, M.D. shall be President, Rafael J. Nobo, Jr., M.D. shall be Vice President, Matthew J. Cory, M.D. shall be Secretary, Donald E. Eason, M.D. shall be Treasurer, and Ken Emmitt shall be administrator. Subject to approval and direction from the board of directors, each officer shall have full power and authority to act for and on behalf of the Corporation, including, without limitation, to finalize and submit the Corporation's Florida Application for Registration of Risk Purchasing Group, open and close bank accounts, file papers with the Internal Revenue Service, and engage consultants, managers, and professionals and other advisors, and all persons may rely on these Articles of Incorporation to deal directly with the officers on these matters relating to the Corporation.

Section 6.4 Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the Corporation may also serve the Corporation in any other capacity and receive compensation in any form.

Section 6.5. Indemnification. The board of directors is hereby specifically authorized to make provision in the bylaws for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VI

Bylaws

The initial bylaws of the Corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VII

Capital Stock

Section 7.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$0.01.

Section 7.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by an agreement between them recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VIII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is KEN EMMITT, 120 EAST PINE STREET, SUITE 11, LAKE LAND, FLORIDA 33803.

ARTICLE IX


Initial Registered Office and Agent

The initial registered office of this corporation shall be located at 120 EAST PINE STREET, SUITE LAKE LAND, FLORIDA 33803, and the initial registered agent of this corporation at such office shall be K EMMITT. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

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IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 26th day of August, 2010.


KEN EMMITT, Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **KEN EMMITT**, having been named as registered agent to accept service of process for Central Florida Physicians Alliance RPG, Inc. in its 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 August, 2010.


KEN EMMITT, Registered Agent

2010 AUG 27 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA