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FLORIDA PROFIT/NON PROFIT CORPORATION

James Villotti, M.D., P.A.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
JAMES VILLOTTI, M.D., P.A.

The undersigned, being duly licensed to practice medicine under the laws of the State of Florida, for the purpose of forming a professional service corporation under the Professional Service Corporation Act, Chapter 621, Florida Statutes, hereby adopts the following Articles of Incorporation:

1. **Corporate Name.** The name of the corporation is **JAMES VILLOTTI, M.D., P.A.**
2. **Corporate Existence.** The term of existence of the corporation shall be perpetual. Corporate existence shall begin on October 19, 2010.
3. **Corporate Purpose.** The professional service corporation is formed to engage in 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 own real and personal property necessary for the rendering of professional service.
4. **Capital Stock.** The total number of shares of stock which the corporation shall have authority to issue is 500 shares, all of which shall be common shares with a par value of \$1.00 per share.

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.
5. **Principal Office.** The principal office of the corporation and its mailing address is in Sarasota County, Florida. The address of the principal office of the Corporation is as follows:

900 Pine Street, Suite 111
Englewood, Florida 34223

Michael D. Horlick, P.A.
1314 E. Venice Ave., Ste. D
Venice, FL 34285
(941) 484-5656
FL Bar No.: 0292583

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6. **Initial Registered Office and Agent.** The street address of the corporation's initial registered office and the name of the corporation's initial registered agent at that office are as follows:

Name and Street Address

James Villotti
900 Pine Street, Suite 111
Englewood, FL 34223

7. **Incorporator.** The name and address of each incorporator of the corporation is as follows:

Name and Street Address

James Villotti
900 Pine Street, Suite 111
Englewood, FL 34223

8. **Initial Board of Directors.** The corporation shall have a Board of Directors of one (1) director initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name and address of the persons who shall serve as the initial directors of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Name and Street Address

James Villotti
900 Pine Street, Suite 111
Englewood, FL 34223

9. **Bylaws.** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the corporation.

10. **Interested Transactions.** No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of

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such interested director or directors' or if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

11. **Indemnification**. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article 11 is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of this Article 11 by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

12. **Amendments to Articles**. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a professional service corporation pursuant to the Florida Professional Service Corporation Act, has executed these Articles of Incorporation this 19th day of October, 2010.


James Villotti, Incorporator

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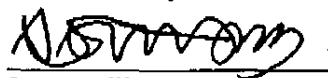
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JAMES VILLOTTI, M.D., P.A.

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above Corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with and hereby accept the duties and responsibilities as Registered Agent for James Villotti, M.D., P.A. this 19th day of October, 2010.



James Villotti

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