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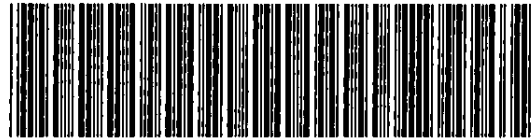
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Port Charlotte, FL 33948  
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Michael M. Wilson  
Attorney at Law

Carrie M. Leontitis  
Attorney at Law

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

December 10, 2012

**via UPS NEXT DAY AIR**

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

Re: Incorporation of JOHN F. GUARINO, M.D., P.A.

Dear Sir or Ma'am:

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

Please return the confirmation of filing to the undersigned in the envelope enclosed for your convenience.

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

Sincerely,

OLMSTED & WILSON, P.A.

By:   
Michael M. Wilson

MMW/l1

Encls.

cc: Client

**ARTICLES OF INCORPORATION**

**OF**

**JOHN F. GUARINO, M.D., P.A.**

**FILED**

**12 DEC 11 PM 1:39**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

I, JOHN F. GUARINO, 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: **JOHN F. GUARINO, M.D., 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.

**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 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 medicine 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 filing of these Articles.

#### ARTICLE VI – PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is 22655 Bayshore Road, Suite 120, Port Charlotte, FL 33980.

#### ARTICLE VII – REGISTERED AGENT

The name and street address of the registered agent is:

Michael M. Wilson, Esq.  
Olmsted & Wilson, P.A.  
17801-A Murdock Circle  
Port Charlotte, FL 33952

#### ARTICLE VIII - BOARD OF DIRECTORS

There shall be a board of directors for this corporation which shall consist of one (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation.

#### ARTICLE IX - INITIAL DIRECTOR

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

NAME

ADDRESS

JOHN F. GUARINO, M.D.

22655 Bayshore Road, Suite 120  
Port Charlotte, FL 33980

#### ARTICLE X - INCORPORATOR

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

Michael M. Wilson, Esq.  
Olmsted & Wilson, P.A.  
17801-A Murdock Circle  
Port Charlotte, FL 33952

#### 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.

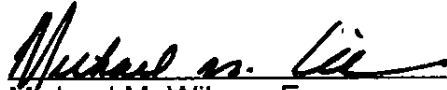
#### ARTICLE XII - BY-LAWS

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.

***I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.***

A handwritten signature in black ink, appearing to read "Michael M. Wilson", written over a horizontal line.

Michael M. Wilson, Esq.  
Authorized Agent

Dated: December 10, 2012

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

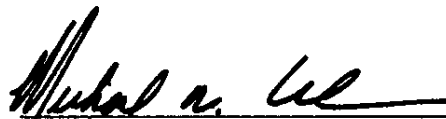
\* \* \* \* \*

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

That **JOHN F. GUARINO, M.D., 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 22655  
Bayshore Road, Suite 120, Port Charlotte, County of Charlotte, State of Florida, has  
named Michael M. Wilson, Esq., located at 17801 Murdock Circle, Suite A, Port Charlotte,  
County of Charlotte, State of Florida, as its agent to accept service of process within this  
State.

**ACKNOWLEDGMENT:**

*Having been named as registered agent to accept service of process for the above  
stated corporation at the place designated in this certificate, I am familiar with and  
accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Michael M. Wilson, Esq.

Dated: December 10, 2012

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA