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FAX NO.

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Marcelo C. Darabos, D.O., P.A.

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**ARTICLES OF INCORPORATION  
OF  
MARCELO C. DARABOS, D.O., P.A.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I-NAME**

The name of this Corporation is Marcelo C. Darabos, D.O., P.A.

**ARTICLE II-PRINCIPAL OFFICE**

The street address of the initial principal place of business and mailing address of this Corporation are 1664 Fenton Ave., St. Johns, Florida 32259.

**ARTICLE III-NATURE OF BUSINESS**

The purpose for which this Corporation is organized is to provide professional medical and healthcare services.

**ARTICLE IV-CAPITAL STOCK**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock with a par value of \$.01 per share.

**ARTICLE V-BOARD OF DIRECTORS**

Marcelo C. Darabos, D.O. shall be the initial member of the Board of Directors of this Corporation.

**ARTICLE VI-OFFICERS**

Marcelo C. Darabos, D.O. shall be the initial President, Secretary and Treasurer of this Corporation.

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ARTICLE VII-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Smith Hulsey & Busey, Professional Association, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE VIII-INDEMNIFICATION

Directors and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE IX-INCORPORATOR

The name and street address of the incorporator are David Dunn, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE X-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE XI-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14<sup>th</sup> day of December, 2015.

  
\_\_\_\_\_  
David Dunn, Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, Marcelo C. Darabos, D.O., P.A., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is Marcelo C. Darabos, D.O., P.A.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, Professional Association, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY, PROFESSIONAL ASSOCIATION HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY, PROFESSIONAL ASSOCIATION FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

**SMITH HULSEY & BUSEY,  
PROFESSIONAL ASSOCIATION**

By: 

Stephen D. Moore, Jr.  
Vice President

Date: December 14, 2015

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