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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: STRAWN & MORGAN, P.A.
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OR P.A.

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**ARTICLES OF INCORPORATION
OF
JMC PHYSICIAN PRACTICE, INC.**

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I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation and initial street address and mailing address of this Corporation shall be:

JMC Physician Practice, Inc.
1210 South Old Dixie Highway
Jupiter, FL 33458

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

Jeffrey L. Cohen, Esq. (Florida Bar #703888)
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(407) 278-8400

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ARTICLE IV

This Corporation shall commence its existence immediately upon filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be 54 Northeast Fourth Avenue, Delray Beach, Florida 33483, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Jeffrey L. Cohen.

ARTICLE VI

This Corporation shall have at least three (3) directors with the exact number to be specified by the stockholders from time to time, unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the three (3) directors of the Corporation, who shall hold office for two years or until their successors are duly elected and qualified shall be:

<u>Name</u>	<u>Address</u>
Donald A. Mayer	1210 South Old Dixie Highway Jupiter, FL 33458
David R. Pennington	1210 South Old Dixie Highway Jupiter, FL 33458
Hart Ransdell	1210 South Old Dixie Highway Jupiter, FL 33458

ARTICLE VIII

The name and address of the incorporator is: Jeffrey L. Cohen, 54 Northeast Fourth Avenue, Delray Beach, Florida 33483.

ARTICLE IX

No contract or other transaction between this Corporation and any other

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corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a part to, or may peculiarly or otherwise be interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so 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 a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law. No officer and/or director of this Corporation shall be personally liable to the Corporation's creditors for any indebtedness or liability, and any or all creditors of the Corporation shall look only to the assets of the Corporation for payment. The Corporation shall indemnify and hold harmless any member of the Board or Officer or former member of the Board or Officer for expenses and costs (including attorneys' fees) actually and necessarily incurred by such person in connection with any claim asserted by action in court or otherwise, by reason of such person being or having been such member of the Board or Officer, except in relation to matters as to which such person shall have been guilty of negligence or misconduct with respect to the matter in which indemnity is sought, and to the extent permitted by the provisions of the Florida General Corporation Act, including, without limitation, Section 607.014, Florida Statutes. By order of the Board, the Corporation shall, under comparable terms and limitations, indemnify employees and agents of the Corporation with respect to activities within the scope of their services as other officials of the Corporation.

ARTICLE XII

These Articles may be amended by two-thirds (2/3) vote of shareholders at a meeting during which seventy-five (75%) percent of the shareholders are present.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purposes of forming a Corporation to do business both within and without

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the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 4th day of January, 1996.

INCORPORATOR:

Jeffrey L. Cohen

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

In compliance with the laws of the State of Florida, the following is submitted:

That JMC PHYSICIAN PRACTICE, INC., desiring to organize under the laws of the State of Florida, has named Jeffrey L. Cohen as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 4th day of January, 1996.



Jeffrey L. Cohen
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA