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ACCOUNT NO. : 07210000003

REFERENCE : 843032 80573A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 12, 1996

ORDER TIME : 9:46 AM

ORDER NO. : 843032

CUSTOMER NO: 80573A

CUSTOMER: Edward A. Millis, Esq
EDWARD A. MILLIS, PA

1414 West Granada Boulevard
Suite 4
Ormond Beach, FL 32174

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DOMESTIC FILING

NAME: MICHAEL R. & ELOISA G.
DIMAYUGA, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: VICKI PEREZ

EXAMINER'S INITIALS:

RECEIVED
FILED
96 FEB 12 AM 11:08 96 FEB 12 PM 3:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. BROWN FEB 12 1996

ARTICLES OF INCORPORATION
OF
MICHAEL R. & ELOISA G. DIMAYUGA, M.D., P.A.

The undersigned being duly licensed to render professional services as doctors of medicine in the State of Florida, hereby form a professional service corporation under the laws of the State of Florida pursuant to the provisions of Chapter 607 and Chapter 621, Florida Statutes.

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96 FEB 12 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is MICHAEL R. & ELOISA G. DIMAYUGA, M.D., P.A.
The mailing address of the corporation is: 90 S. St. Andrews Drive, Ormond Beach, FL 32174.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purposes

The general nature of business to be transacted by this corporation and the objectives, purposes and powers of this corporation shall be as follows: To engage in every phase and aspect of the general practice of medicine and all its fields of specialization, rendering the same professional service to the public that a medical doctor duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice in such state.

To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above described professional services.

To do all and everything necessary and proper for the accomplishment of any of the objectives or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Professional Service Corporation Act, provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

The objectives and purposes specified in the foregoing clauses of this Article, unless expressly limited shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objectives and purposes and shall be construed as powers as well as objectives and purposes, all as permitted by law.

Notwithstanding the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

Article IV - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have

outstanding at any time shall be 100,000 shares of common voting stock with a par value of \$.10 per share. All stock issued shall be fully paid.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase shareholder's pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 90 S. St. Andrews Drive, Ormond Beach, Florida 32174, and the name of the initial registered agent of this corporation at that address is MICHAEL R. DIMAYUGA, who hereby accepts such designation by his signature hereto.

Article VII - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

<u>Name</u>	<u>Address</u>
MICHAEL R. DIMAYUGA	90 S. St. Andrews Drive Ormond Beach, FL 32174
ELOISA G. DIMAYUGA	90 S. St. Andrews Drive Ormond Beach, FL 32174

Article VIII - Incorporator

The names and addresses of the persons signing these articles are:

<u>Name</u>	<u>Address</u>
MICHAEL R. DIMAYUGA	90 S. St. Andrews Drive Ormond Beach, FL 32174
ELOISA G. DIMAYUGA	90 S. St. Andrews Drive Ormond Beach, FL 32174

Articles IX - Transactions in which Officers or Directors are Interested

No contract or other transaction between the corporation and any other corporation, association, person or firm, in the absence of fraud, shall be affected, invalid, void or voidable because one or more Directors or Officers of the corporation is or are interested in such contract or

transaction as a Director or Officer of the other corporation or association or otherwise interested in or individually or jointly a party to any contract or transaction of this corporation or in which this corporation is interested and no Director or officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in such contract or transaction. A Director of the corporation may vote upon any such contract or other transaction of the corporation and may also vote upon any contract or other transaction between the corporate subsidiary or firm without regard to the fact that he is also a Director or Officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

Article X - Disqualification of Shareholders, Officers, Agents and Employees

If any officer, stockholder, agent or employee of this corporation who has been rendering professional medical services to the public, shall become legally disqualified to render such services within the State, or shall be elected to office or shall accept employment which, pursuant to existing laws, shall place restrictions or limitations upon his continuing the rendering of such professional services, he shall sever all employment with and financial interest in this corporation forthwith.

Article XI - Voting Trusts

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

Article XII - Stockholders

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a doctor of medicine under the laws of the State of Florida. The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or by and between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The manner and form, as well as relevant terms, conditions and details of any such regulatory or restrictive By-Laws or contracts shall be determined by the shareholders of this corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

Article XIII - By-Laws

The stockholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws.

Article XIV - Construction and Applicable Law

This corporation is organized pursuant to the provisions of Chapter 621 of the Florida Statutes, and it is the express intention of the incorporators that nothing contained herein and no act done pursuant hereto shall be construed or done in any manner which would violate the provisions of Chapter 621 of the Florida Statutes. Pursuant to Section 621.13, Florida Statutes, all of the provisions of Chapter 607, Florida Statutes, except as hereinafter provided, are applicable to this corporation except where such provisions are in conflict with the provisions of Chapter 621.

Accordingly, all of the corporate powers set forth in Chapter 607 of the Florida Statutes and in Chapter 621 of the Florida Statutes shall be applicable to this corporation except that if any of the provisions of Chapter 621 are interpreted to be in conflict with Chapter 607, the provisions of Chapter 621 shall take precedence.

Article XV - Additional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes, objectives and powers hereinabove stated, the corporation shall have all and singular the following additional powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of profit, union of interests, or cooperation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment in which this corporation has the direct or incidental authority to engage.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by such shareholder as should desire to sell, transfer, hypothecate or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation is not thereby impaired.

The corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders, of this corporation, or by any contract with the shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation shall not thereby be impaired.

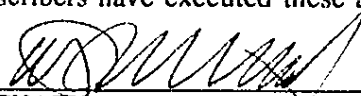
The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

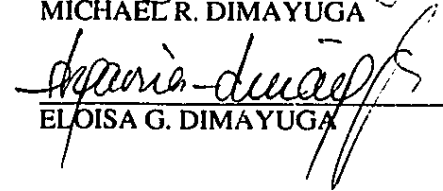
(A) A pension plan, (B) a profit-sharing plan, (C) a stock bonus plan, (D) a thrift and savings plan, (E) a stock option plan, (F) other retirement, death benefit or incentive compensation plan or plans.

Article XVI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 8th day of February, 1996.

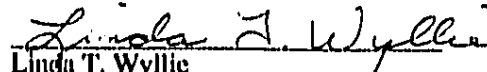

MICHAEL R. DIMAYUGA

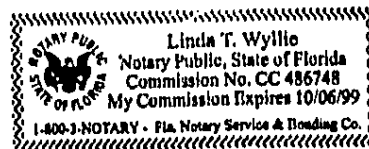

ELOISA G. DIMAYUGA

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MICHAEL R. DIMAYUGA and ELOISA G. DIMAYUGA, who produced their drivers' licenses as identification, and they acknowledged before me that they executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 8th day of February, 1996.


Linda T. Wyllie
Notary Public, State of Florida
My commission expires:



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance therewith: MICHAEL R. & ELOISA G. DIMAYUGA, 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, in the City of Ormond Beach, County of Volusia, State of Florida, has named MICHAEL R. DIMAYUGA located at 90 S. St. Andrews Drive, Ormond Beach, Florida 32174, as its agent to accept service of process within this state.

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and to comply with the provisions of said Act relative to keeping said office open.


MICHAEL R. DIMAYUGA
Registered Agent

FILED
CS FEB 12 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA