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*A Partnership Including Professional Associations*  
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February 26, 1996

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Certified Mediator

File No.  
7.00147

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-02/27/96---01064---009  
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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: **CRB, INCORPORATED**

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Incorporation of CRB, Inc., and our check made payable to your order in the amount of \$122.50, representing filing fee (\$35.00), Registered Agent Designation (\$35.00), and one certified copy (\$52.50).

If you find these items to be in proper order, I would appreciate your returning the enclosed copy to me as a certified copy as soon as possible after the original is filed.

Yours sincerely,  
*Russell W. LaPeer*  
Russell W. LaPeer  
For the Firm

RWL:am  
Enclosures

FILED  
96 FEB 27 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Same People handle  
R96 - 621*

**ARTICLES OF INCORPORATION  
OF  
CBR, INCORPORATED**

**FILED**  
96 FEB 27 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator is a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME:** The name of this corporation is 'CBR, Inc.'

**ARTICLE II**

**DURATION:** This corporation shall have a perpetual existence, commencing on the date that these articles of incorporation are filed and approved by the State of Florida, Department of State.

**ARTICLE III**

**PURPOSE:** This corporation is organized for the purpose of transacting any and all lawful business, as authorized by Fla. Stat. § 606.301, and specifically for providing treatment services, on an outpatient basis, to patients with various medical conditions.

**ARTICLE IV**

**PRINCIPAL OFFICE:** The principal office of the corporation shall be 3917 S.E. Lake Weir Avenue, Ocala, Florida 34480, unless and until otherwise determined by the shareholders or directors of the corporation, in accordance with the by-laws of the corporation.

**ARTICLE V**

**CAPITAL STOCK:** The total number of shares of stock which the corporation

shall have to issue is 100 shares of common stock, with a par value of \$8.00 per share. The total number of authorized shares shall have an aggregate par value of \$800.00.

At the commencement of the corporation's existence and operation, no more than 60% of the corporation's common stock shall be issued and sold.

Each share of authorized stock which is initially issued and sold shall be fully paid for before the corporation begins transaction of business.

#### ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent of the corporation is Russell W. LaPeer, 445 N.E. 8th Avenue, Ocala, Florida 34470, who has signed these articles of incorporation thereby indicating his acceptance and agreement to act in that capacity, in accordance with Fla. Stat. § 607.0501.

#### ARTICLE VII

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than five members as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation.

If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. The names and addresses of the first Board of Directors are:

Robert D. Lillard, 3917 S.E. Lake Weir Avenue, Ocala, Florida 34480;

Charles Wilson, 1800 S.E. 17th Street, Building 100, Ocala, Florida 34471; and

Richard Smith, 1490 S.E. Magnolia Extension, Ocala, Florida 34471.

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of the above named directors. These directors shall hold office until their successors are duly elected and qualified.

#### **ARTICLE VIII**

**OFFICERS:** The Board of Directors shall, at its initial meeting, elect a President, Vice President, Treasurer and Secretary, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following persons shall hold the below-designated offices until his successors are elected and qualified:

President: Robert D. Lillard

Vice President: Charles Wilson

Vice President: Richard Smith

Secretary & Treasurer: Marveen Palmer

**ARTICLE IX**

**INCORPORATOR:** The name and address of the incorporator of the corporation is Robert Dexter Lillard, 3917 S.E. Lake Weir Avenue, Ocala, Florida 34480.

**ARTICLE X**

**AUTHORITY TO INCREASE CAPITAL STOCK:** The capital stock authorized may be increased by 75 % vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

**ARTICLE XI**

**SECTION 1244 ELECTION:** The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

**ARTICLE XII**

**BY-LAWS:** The power to adopt, alter, amend or repeal the By-Laws should be vested exclusively in the Board of Directors.

**ARTICLE XIII**

**AMENDMENT:** The power to amend these articles shall be held exclusively by the stockholders. An amendment hereto shall require a 75% vote of all issued, outstanding stock.

**ATTESTATION OF INCORPORATOR**

IN WITNESS WHEREOF, the undersigned incorporator has executed these

Articles of Incorporation on this 26 day of February, 1996.

WITNESSES:

James W. Lillard

Robert Dexter Lillard  
Robert Dexter Lillard/ incorporator

Harold Palmer

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Robert Dexter Lillard, as Incorporator, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this \_\_\_\_\_ day of February, 1996.

SEAL/STAMP

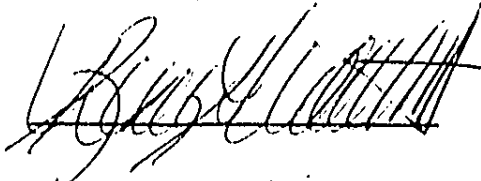
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NOTARY PUBLIC

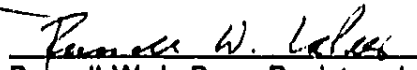
My commission expires:

**ACCEPTANCE BY REGISTERED AGENT**

IN WITNESS WHEREOF, the undersigned registered agent, being fully familiar with the obligations of registered agent, hereby accepts such designation and obligations, and agrees to act in such capacity, on this \_\_\_\_ day of February, 1996.

WITNESSES:



  
\_\_\_\_\_  
Russell W. LaPeer, Registered Agent



FILED  
96 FEB 27 AM 9:42  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Russell W. LaPeer, as Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this \_\_\_\_ day of February, 1996.

SEAL/STAMP

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: