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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: STRAWN & MONAGHAN, P.A.

DEPARTMENT OF STATE

54 NE 4TH AVE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

DELRAY BEACH FL 33483-

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: ALL FAMILY CLINIC OF NEW SMYRNA, INC.

FAX AUDIT NUMBER: H96000010838

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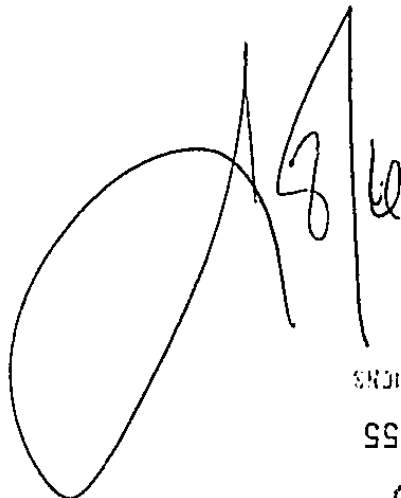
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ALL FAMILY CLINIC OF NEW SMYRNA, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

ALL FAMILY CLINIC OF NEW SMYRNA, INC.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

**221 Osceola Avenue
Daytona Beach, Florida 32114**

Jeffrey L. Cohen, Esq.
Florida Bar #703866
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(561) 278-8400

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

John S. Carbone
221 Osceola Avenue
Daytona Beach, Florida 32114

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is:

John S. Carbone
221 Osceola Avenue
Daytona Beach, Florida 32114

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one(1) Director 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 (1). The name and address of the initial Director of this corporation is:

Name

Address

John S. Carbone

1994 Country Club Drive
Daytona Beach, Florida 32124

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ARTICLE IX BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law for all acts performed or failed to be performed, in good faith within the scope of his/her duties on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 2nd day of August, 1996.



John B. Carbone, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.



John B. Carbone, Registered Agent

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July 31, 1996

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ALL FAMILY CLINIC OF PALM COAST, INC., a Florida corporation,
P96000065271

ALL FAMILY CLINIC OF ORANGE CITY, INC., a Florida corporation,
P96000065305

ALL FAMILY CLINIC OF SOUTH DAYTONA, INC., a Florida corporation,
P96000065282

ALL FAMILY CLINIC OF NEW SMYRNA, INC., a Florida corporation,
P96000065266

INTO

ALL FAMILY CLINIC OF DAYTONA BEACH, INC., a Florida corporation,
P96000065299

File date: March 28, 1997, effective March 31, 1997

Corporate Specialist: Darlene Connell