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CI CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

*Senior Physician Corps, Inc.*

*Profit - Articles*

- Profit - Articles
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98 AUG -9 AM 11:26  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
SENIOR PHYSICIAN CORPS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The name of the corporation is "Senior Physician Corps, Inc." (the "Corporation").

**SECOND:** The Corporation shall have perpetual duration.

**THIRD:** The Corporation may engage in any act or activity for which a corporation may be formed under the Business Corporation Act, Fla. Stat. Ann. 607.0101 et seq., including, but not limited to, the employment of physicians duly licensed to practice medicine under the laws of the state of Florida.

**FOURTH:** The Corporation shall have authority to issue one thousand (1,000) shares of common stock of one dollar (\$1.00) par value each.

**FIFTH:** The initial principal office of the Corporation is 9939 4th Street North, St. Petersburg, FL 33702. The initial registered agent of the Corporation at such address shall be Grayson Gentzel.

**SIXTH:** The affairs of the Corporation shall be managed by a Board of Directors consisting of three (3) members. The number and method of election of the members of the Board of Directors as well as any qualifications for being a member of the Board of Directors shall be as provided from time to time by or pursuant to the Bylaws of the Corporation.

**SEVENTH:** The number of directors constituting the initial board of directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as directors until the annual meeting of shareholders or until their successors are elected and shall qualify are:

Joseph Gentzel  
131 Galilee Church Road  
Jefferson, GA 30549

Minoo Vaghaiwalla, M.D.  
1901 Mason Avenue, Suite 108  
Daytona Beach, FL 32117

Grayson Gentzel  
9939 4th Street North  
St. Petersburg, FL 33702

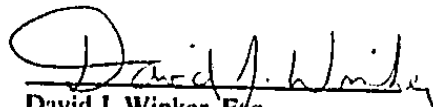
**EIGHTH:** No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her duty of care or other duty as a director; provided, that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Florida Corporations Act or any successor law or laws.

**NINTH:** The Articles of Incorporation of the Corporation may be amended by the affirmative vote of two-thirds (2/3) of the directors of the Corporation then in office as permitted in the Florida Corporations Act or the corresponding provision of any future Florida business corporation law.

**TENTH:** The name and address of the incorporator is:

David J. Winker, Esq.  
Reed Smith Shaw & McClay  
1301 K Street, N.W.  
Suite 1100, East Tower  
Washington, D.C. 20005

**IN WITNESS WHEREOF,** the undersigned incorporator has executed these articles of incorporation this 24th day of June, 1996.

  
David J. Winker, Esq.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OR  
PROCESS FOR SENIOR PHYSICIAN CORPS., INC. AT THE PLACE DESIGNATED  
IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS  
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM  
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS  
REGISTERED AGENT.

DATE:

8/7/96

BY:

*Grayson Gentzel*  
GRAYSON GENTZEL

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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