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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

FOR INFORMATION, PLEASE
CALL (904) 493-1111
TOLL FREE 1-800-493-0111

CORPORATION(S) NAME

PRG VII Acg. Corp.

☒ Profit *Auto of Inc.*

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

☐ Other Success Filing

☐ Change of S.A.

☐ Fic. Name

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
PRG VII Acq. Corp.

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FIRST: The corporate name that satisfies the requirements of Section 607.0401 is PRG VII Acq. Corp.

SECOND: The street address of the initial principal office and, if different, the mailing address of the corporation is 5430 LBJ Freeway, Suite 1540, Dallas, Dallas County, Texas 75240.

THIRD: The number of shares the corporation is authorized to issue is One Thousand (1,000).

FOURTH: No stockholder of the Corporation will, solely by reason of holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such stockholder. The Board of Directors may authorize the issuance of, and the Corporation may issue, shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase any such shares, without offering any shares of any class to the existing holders of any class of stock of the Corporation.

FIFTH: To the fullest extent permitted by the laws of the State of Florida as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article Five shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article Five.

SIXTH: The street address of the initial registered office of the corporation is c/o CT CORPORATION SYSTEM, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT CORPORATION SYSTEM.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is One (1), and the name and address of the person who is to serve as sole director until their successors are elected and shall qualify is:

Richard J. D'Amico
c/o Physicians Resource Group, Inc.
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240

EIGHTH: The name and address of the incorporator is:

Pamela M. Arsenault
c/o Physicians Resource Group, Inc.
5430 LBJ Freeway, Suite 1540
Dallas, Texas 75240

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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The undersigned has executed these Articles of Incorporation this 14th day of August, 1996.

Pamela M. Arsenault
Pamela M. Arsenault, Incorporator

Acceptance by the Registered Agent is required in Section 607.0501(3) F.S.: CT Corporation System is familiar with and accepts the obligations provided for in Section 607.050.

Dated 8/15, 1996.

CT CORPORATION SYSTEM

By: Connie Bryan

(Type Name of Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Title of Officer)

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ARTICLES OF MERGER
Merger Sheet

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MERGING:

PRG VII ACQ. CORP., a Florida corporation, P96000068143

INTO

RONALD L. SEELEY, M.D., INC., a Florida corporation, 674590

File date: August 30, 1996

Corporate Specialist: Joy Moon-French