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KRASNY AND DETTMER
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ATTORNEYS AND COUNSELLORS AT LAW

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August 9, 1996

MIKE KRASNY
DALE A. DETTMER
SCOTT KRASNY

*BOARD CERTIFIED IN TAXATION

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: David A.C. Rudloff & Associates, P.A.

Gentlemen:

Enclosed herewith please find Articles of Incorporation of the above-referenced corporation. I also enclose my trust check in the amount of \$122.50 to cover the cost of filing the Articles and obtaining a certified copy.


Thank you for your attention to this matter.

Very truly yours,
KRASNY AND DETTMER


Dale A. Dettmer

DAD:sc
Enc.

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AUG 16 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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ARTICLES OF INCORPORATION
OF
DAVID A.C. RUDLOFF AND ASSOCIATES, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract hereby subscribes to the formation of a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: DAVID A.C. RUDLOFF AND ASSOCIATES, P.A.

The principal place of business of this corporation shall be 330 E. Hibiscus Boulevard, Melbourne, Florida 32901.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage in every aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render.

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered agent office of the corporation shall be 330 E. Hibiscus Boulevard, Melbourne, Florida 32901 and the name of the initial registered agent of the corporation at that address is David A.C. Rudloff.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer and director initially. The name and street address of the officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

David A.C. Rudloff

Director/President
Secretary/Treasurer

ARTICLE VII. 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 his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

David A.C. Rudloff

330 E. Hibiscus Boulevard
Melbourne, Florida 32901

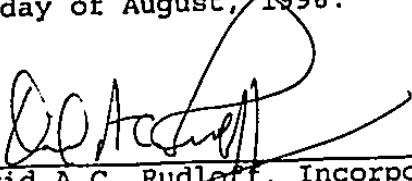
ARTICLE IX. AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

ARTICLE X. ACCEPTANCE BY REGISTERED AGENT

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 9th day of August, 1996.



David A.C. Rudloff, Incorporator &
Registered Agent (Seal)

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this
9th day of August, 1996, by DAVID A.C. RUDLOFF. He is personally
known to me or has produced _____ as
identification.

Arlene M. Barnes
Notary Public
My Commission Expires:



"OFFICIAL SEAL"
Arlene M. Barnes
My Commission Expires 9/27/97
Commission #CC 300855

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA