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MURRAH, DOYLE AND WIGLE, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

MORSE BOULEVARD PROFESSIONAL CENTER

800 WEST MORSE BOULEVARD

WINTER PARK, FLORIDA 32789

KENNETH F. MURRAH  
PATRICK W. DOYLE  
BRUCE M. WIGLE, III

August 22, 1996

MAILING ADDRESS  
POST OFFICE BOX 1328  
WINTER PARK, FLORIDA 32789  
TELEPHONE (407) 644-9801  
FAX (407) 644-0820

Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
8/28/96

2000001932352  
-08/27/96--01032--011  
\*\*\*\*122.50 \*\*\*\*122.50

Attn: Corporate Records Bureau

Re: Mid-Florida Internal Medicine Group, P.A.

Dear Sir or Madam:

I enclose an original and an exact or conformed copy of the Articles of this proposed corporation.

The second copy is for certification purposes. Please send the original Certificate of Incorporation together with a certified copy of the Articles of Incorporation.

A check in the amount of \$122.50 is enclosed for the following fees:

Filing fee	\$35.00
Certified copy of Certificate of Incorporation	\$52.50
Notice of Designation of Registered Agent and Acceptance	\$35.00
Total	\$122.50

The notice designating the Registered Office and the Registered Agent, which includes the Registered Agent's acceptance is attached to or included in the Articles.

Very truly yours,

*Patrick W. Doyle*

PATRICK W. DOYLE

PWD/kse  
encs

FILED  
AUG 26 PM 2:37  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
8/20/96

ARTICLES OF INCORPORATION  
(Professional Service Corporation)  
OF  
MID-FLORIDA INTERNAL MEDICINE GROUP, P.A.

FILED  
96 AUG 26 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, all of whom are duly licensed to practice medicine in the State of Florida, desiring to form a professional service corporation in accordance with Chapters 607 and 621 of the Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE 1 - Name

The name of the corporation is MID-FLORIDA INTERNAL MEDICINE GROUP, P.A.

ARTICLE 2 - Address

The principal office address of the corporation is 1402 Sovereign Court, Orlando, FL 32804. The mailing address of the corporation is the same.

ARTICLE 3 - Purpose

The purposes for which the corporation is organized are:

1. To engage in all activities involved in and related to the performance of professional medical services.
2. To invest its funds in real estate, mortgages, stocks, bonds and other types of investments permitted under Chapter 621, Florida Statutes and to own real and personal property necessary for the rendering of professional services.

ARTICLE 4 - Shares

This corporation is authorized to issue Five Thousand (5,000) shares of one dollar (\$1.00) par value common shares. All issued shares must be represented by certificates.

ARTICLE 5 - Limitation on Issuance and Transfer of Stock

The stock of this professional service corporation may not be issued to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation is incorporated. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of such shareholder's stock.

ARTICLE 6 - Preemptive Rights

Each shareholder, upon the sale for money of any new shares of this corporation of the same class or series as that which the shareholder already holds, shall have the right to purchase a pro rata

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share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE 7 - Initial Registered Office and Agent

The street address of the corporation's initial registered office is 1402 Sovereign Court, Orlando, FL 32804 and the name of the initial registered agent at that office is Rafael J. Angulo, M.D. The written acceptance by the registered agent is attached.

#### ARTICLE 8 - Incorporator

The name and address of each incorporator is:

Emilio Alfonso, M.D.	1019 Ridgecrest Road, Orlando, FL 32806
Rafael J. Angulo, M.D.	1402 Sovereign Court, Orlando, FL 32804
Jorge L. Cambo, M.D.	1143 Raintree Place, Winter Park, FL 32789
Jorge J. Perez, M.D.	3812 Neptune Drive, Orlando, FL 32804
Armando Rego, M.D.	138 Hamlin T. Lane, Altamonte Springs, FL 32701

#### ARTICLE 9 - Initial Board of Directors

The names and addresses of the individuals who are to serve as the initial directors are:

Emilio Alfonso, M.D.	1019 Ridgecrest Road, Orlando, FL 32806
Rafael J. Angulo, M.D.	1402 Sovereign Court, Orlando, FL 32804
Jorge L. Cambo, M.D.	1143 Raintree Place, Winter Park, FL 32789
Jorge J. Perez, M.D.	3812 Neptune Drive, Orlando, FL 32804
Armando Rego, M.D.	138 Hamlin T. Lane, Altamonte Springs, FL 32701

#### ARTICLE 10 - Indemnification

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### ARTICLE 11 - Amendment

The corporation has the right to amend these Articles of Incorporation at any time to add or change a provision that is required by law or permitted in these Articles or to delete a provision not required by law to be in these Articles.

#### ARTICLE 12 - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or in the Shareholders, but any bylaw adopted by the Shareholders may not be altered, amended or repealed by the Board of Directors.


**NOTICE OF REGISTERED OFFICE AND REGISTERED AGENT**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:  
**MID-FLORIDA INTERNAL MEDICINE GROUP, P.A.**, desiring to organize and qualify under  
the laws of the State of Florida hereby designates:

Registered Office: 1402 Sovereign Court, Orlando, FL 32804  
Registered Agent: Rafael J. Angulo, M.D.

DATED: August 13<sup>th</sup>, 1996

  
Emilio Alfonso, M.D.

  
Rafael J. Angulo, M.D.

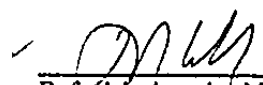
  
Jorge J. Porez, M.D.

Jorge J. Porez, M.D.

  
Arnando Rego, M.D.

**STATEMENT OF  
ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of the above corporation and agrees to comply with the provisions of the Florida Statutes relative to my capacity as Registered Agent. The undersigned is familiar with, and accepts, the obligation of that position as provided for in Section 607.0505, Florida Statutes.

  
Rafael J. Angulo, M.D.  
REGISTERED AGENT

DATED: August 20, 1996

FILED  
96 AUG 26 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 13 - Date of Commencement of Corporate Existence

Corporate existence begins on the date of signing of the Articles of Incorporation by the incorporator provided the Articles are filed by the Department of State within five (5) business days after such date; otherwise, the date of corporate existence shall begin on the date the Articles are filed by the Department of State.

The undersigned incorporators executed these Articles of Incorporation this 13<sup>th</sup> day of August, 1996.

  
\_\_\_\_\_  
Emilio Alfonso, M.D.

  
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Rafael J. Angulo, M.D.

  
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Jorge J. Perez, M.D.

  
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Armando Rego, M.D.

  
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Armando Rego, M.D.

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