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LAW OFFICES OF
LLOYD T. ASBURY
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LLOYD T. ASBURY
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December 12, 1996

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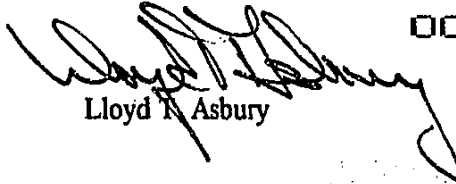
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: John T. Giannini, Jr., M.D., P.A.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for John T. Giannini, Jr., M.D., P.A. along with our check in the amount of \$122.50. Please file and return a certified copy to our office. PLEASE NOTE THAT THE EFFECTIVE DATE FOR THIS CORPORATION IS JANUARY 1, 1997.

Sincerely,


Lloyd T. Asbury

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LTA:ahc
Enclosures

Sme
12/18/96

EFFECTIVE DATE
Jan 1, 1997

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOHN T. GIANNINI, JR., M.D., P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a professional corporation under the Professional Service Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be:

JOHN T. GIANNINI, JR., M.D., P.A.

EFFECTIVE DATE
Jan 1, 1997

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9409 Kells Rd.
Jacksonville, Florida 32257

ARTICLE III CAPITAL STOCK

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

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JOHN T. GIANNINI, JR., M.D.
9409 Kells Rd.
Jacksonville, Florida 32257

ARTICLE V INCORPORATOR

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

JOHN T. GIANNINI, JR., M.D.
9409 Kells Rd.
Jacksonville, Florida 32257

ARTICLE VI NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in the practice of medicine by doctors licensed to practice in the State of Florida and for engaging in any other activity or business permitted under the laws of the United States or this State.

ARTICLE VII COMMENCEMENT AND DURATION

Corporate existence shall commence January 1, 1997 and the corporation shall exist perpetually.

The undersigned has executed these Articles of Incorporation this 8 day of December, 1996.


JOHN T. GIANNINI, JR., M.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, JOHN T. GIANNINI, JR., M.D., P.A., desiring to be organized as a corporation under the laws of the State of Florida, here designates the following registered agent and registered office:

JOHN T. GIANNINI, JR., M.D.
9409 Kells Rd.
Jacksonville, Florida 32257

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this 8 day of December, 1996.



JOHN T. GIANNINI, JR., M.D.