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PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 206711 4355221

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 31, 1996

ORDER TIME : 12:17 PM

ORDER NO. : 206711-005

CUSTOMER NO: 4355221

CUSTOMER: John E. Moore, III, Esq  
COLLINS BROWN & CALDWELL

P. O. Box 3686

Vero Beach, FL 32964

96 DEC 31 PM 3:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-12/31/96--01080-020  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: BAKER MEDICAL ASSOCIATES, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

RECEIVED  
96 DEC 31 AM 1:18  
VISION OF CORPORATION

12/31/96

**ARTICLES OF INCORPORATION**  
**OF**  
**BAKER MEDICAL ASSOCIATES, P.A.**

**FILED**  
96 DEC 31 PM 3:45  
SOUTH FLORIDA  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is BAKER MEDICAL ASSOCIATES, P.A., which shall be referred to as the "Corporation". The Corporation is organized under the provisions of Chapter 621.05 of the Florida Statutes as an professional corporation as that term is defined therein.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of conducting the medical practices of Seth H. Baker, D.O. and Mary S. Baker, D.O., and for all other lawful purposes as may be conducted by a professional corporation from time to time.

**ARTICLE IV - CAPITAL STOCK**

The amount of capital stock authorized for the Corporation is a maximum of one thousand (1,000) shares of common stock having no par value which shall be issued as fully paid and nonassessable. The stock of this Corporation shall be so assigned, issued, and transferred only in accordance with such By-Laws as the Corporation shall from time to time make, change, or alter with a lien reserved in favor of the Corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the Corporation.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial Registered Agent and the initial registered office of this Corporation are:

John E. Moore, III, Esq.  
756 Beachland Boulevard  
Vero Beach, Florida 32963

**ARTICLE VI - PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is:

Baker Medical Associates, P.A.  
8005 Bay Street, Suite 5  
Sebastian, Florida 32958

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The number of Directors of this Corporation shall be not less than one (1) nor more than five (5). The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Seth H. Baker, D.O.	109 River Oak Drive Vero Beach, FL 32963
Mary S. Baker, D.O.	109 River Oak Drive Vero Beach, FL 32963

**ARTICLE VIII - INCORPORATOR**

The name and address of the persons signing these Articles are:

John E. Moore, III, Esq.  
756 Beachland Boulevard  
Vero Beach, Florida 32963

#### ARTICLE IX-SHAREHOLDERS' AGREEMENT

The Corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- A. Any limitation or restraint upon the transferability, alienation, or assignment of stock;
- B. Any limitation or restraint upon the encumbrance or pledge of stock;
- C. Any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;
- D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and
- E. Any and all such agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the Corporation and to implement the said agreement by By-Laws of the Corporation.

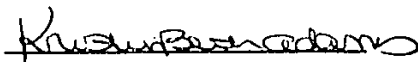
#### ARTICLE X - INDEMNIFICATION

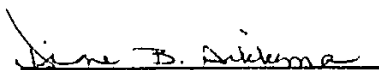
The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

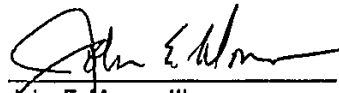
#### ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred upon stockholders, directors, and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 30th day of December, 1996 to be effective January 1, 1997.

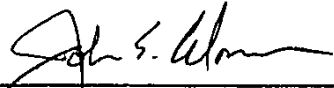


  
As to John E. Moore, III  
HUBBARD BANKERS & TRUST

  
John E. Moore, III

### CONSENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Baker Medical Associates, P.A. at 756 Beachland Boulevard, Vero Beach, FL 32963 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.

  
\_\_\_\_\_  
John E. Moore, III  
Resident Agent

FILED  
96 DEC 31 PM 3:45  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA