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NAME: KEITH C. VAN DYKE, M.D. & STEPHEN P. SNOW, M  
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**ARTICLES OF INCORPORATION**  
**OF**  
**KEITH C. VAN DYKE, M.D. & STEPHEN P. SNOW, M.D., P.A.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of KEITH C. VAN DYKE, M.D. & STEPHEN P. SNOW, M.D., P.A. under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is:

Keith C. Van Dyke, M.D. & Stephen P. Snow, M.D., P.A.

**ARTICLE II. PURPOSE**

The sole and specific purpose of this corporation shall be as follows:

(a) To engage in every phase and aspect of the business of rendering to the public the same professional services that a duly licensed doctor of medicine under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine;

(b) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above described professional services; and

(c) In general, to have and exercise all powers conferred by the laws of the state of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

**ARTICLE III. ADDRESS**

The street address of the initial principal office and the mailing address of the corporation are 1924 Hoffner Avenue, Orlando, Florida 32809.

Prepared by:  
Tom McAleavy  
Florida Bar No. 0000067  
Holland & Knight LLP  
P.O. Box 1526  
Orlando, Florida 32802  
407-425-8500

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**ARTICLE IV. COMMENCEMENT OF EXISTENCE**

The existence of the corporation commences on the date of filing of these Articles of Incorporation.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares the corporation is authorized to issue is 1,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of the corporation are Keith C. Van Dyke, M.D., 1924 Hoffner Avenue, Orlando, Florida 32809.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation has two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names and addresses of the initial directors are:

Keith C. Van Dyke, M.D.

1924 Hoffner Avenue  
Orlando, Florida 32809

Stephen P. Snow, M.D.

1924 Hoffner Avenue  
Orlando, Florida 32809

**ARTICLE VIII. INDEMNIFICATION**

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

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(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

#### ARTICLE IX. INCORPORATOR

The name and address of the incorporator is:

Name

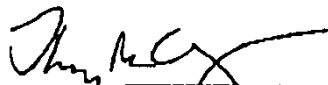
Address

Tom McAleavy

200 South Orange Avenue  
Suite 2600  
Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation its rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the board of directors any rights the incorporator may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of June, 1997.

  
\_\_\_\_\_  
Tom McAleavy  
Incorporator

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**CERTIFICATE OF DESIGNATION**  
**OF**  
**REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Keith C. Van Dyke, M.D. & Stephen P. Snow, M.D., P.A., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1924 Hoffner Avenue, Orlando, Florida 32809, has named Keith C. Van Dyke, M.D., located at 1924 Hoffner Avenue, Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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: June 18, 1997

  
Keith C. Van Dyke, M.D.

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TALLAHASSEE, FLORIDA

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