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FROM: RUDNICK & WOLFE
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FAX #: (813)229-1447

NAME: EMILY D. HOFF-SULLIVAN, M.D., P.A.

AUDIT NUMBER.....H97000011732

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1997

RUDNICK & WOLFE

SUBJECT: EMILY D. HOFF-SULLIVAN, M.D., P.A.
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Becky McKnight
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**ARTICLES OF INCORPORATION
OF
EMILY D. HOFF-SULLIVAN, M.D., P.A.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Professional Service Corporation Act (the "Act"), and other laws of the State of Florida, as follows:

**I.
Name**

The name of the Corporation is Emily D. Hoff-Sullivan, M.D., P.A.

**II.
Term of Existence**

Corporate existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**III.
Principal Office**

The principal office and mailing address of the Corporation is 1103 Laura Street North, Jacksonville, Florida 32206.

**IV.
Capital Stock**

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

**V.
Purpose**

The Corporation is organized for the purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed doctor of medicine is authorized to render.

**VI.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of its initial registered agent at such address is C T Corporation System.

Prepared by: R. Andrew Rock
Florida Bar Number: 0377051
Rudnick & Wolfe
101 E. Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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VII.
Directors

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The name and address of the initial director of the Corporation, who will serve until her successor is duly elected and qualified, are:

Name**Address**

Emily D. Hoff-Sullivan, M.D.

1103 Laura Street North
Jacksonville, Florida 32206

VIII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Name**Address**

Emily D. Hoff-Sullivan, M.D.

1103 Laura Street North
Jacksonville, Florida 32206

IX.
Affiliated Transactions

Pursuant to the provisions of Section 607.0901(5)(a) of the Florida Business Corporation Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Florida Business Corporation Act and, therefore, the terms of such section of the Florida Business Corporation Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

X.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Florida Business Corporation Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Florida Business Corporation Act. Therefore, the terms and provisions of Section 607.0902 of the Florida Business Corporation Act will not apply with respect to any control-share acquisition of

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any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Florida Business Corporation Act.

X.**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XI.**Indemnification**

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

XII.**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 19, 1997.

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SECRETARY OF STATE

Emily D. Hoff-Sullivan, M.D.
Emily D. Hoff-Sullivan, M.D., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, C T Corporation System ("CT") agrees to act in this capacity, and CT further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

C T CORPORATION SYSTEM

Dated: July 17, 1997

By: Vicky Goldstein
Name: _____
Title: VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

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