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FLORIDA DIVISION OF CORPORATIONS

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NAME: ERIC A. GOLDSMITH, D.O., P.A.

AUDIT NUMBER.....H97000013888

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
ERIC A. GOLDSMITH, D.O., P.A.

The undersigned, desiring to organize a professional association for the purposes hereinafter stated, pursuant to the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation (the "Corporation") is: Eric A. Goldsmith, D.O., P.A.

ARTICLE II - PRINCIPAL OFFICE

The initial principal office and mailing address of the Corporation is 30 West Wilkes Avenue, Eustis, Florida 32726.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by the Corporation shall be:

- (a) To engage in every phase and aspect of the business of rendering the professional services to the public that an osteopathic physician licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services in the State of Florida under the laws of the State of Florida.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the Corporation shall not issue any of its capital stock to anyone other than an individual licensed to practice osteopathic medicine by the State of Florida. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to exercise the voting power of any of his shares in the Corporation.
- (c) To invest the funds of the Corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (d) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation, or any amendment hereto, and to do any act necessary or incidental to the

This instrument was prepared by:
St. John Daugherty, Esq.
Fla. Bar #937274
Stroock & Stroock & Lavan LLP
200 South Biscayne Blvd., Suite 3300
Miami, Florida 33131
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protection and benefit of the Corporation and, in general, either alone or in association with other corporations, firms, partnerships, artificial entities or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

- (e) The Corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE IV - STOCK

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock having a par value of \$.01 per share. Each share of common stock shall be entitled to one vote.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Eric A. Goldsmith, D.O. and the street address of the registered agent is 30 West Wilkes Avenue, Eustis, Florida 32726.

ARTICLE VI - STOCK TRANSFERABILITY

No shareholder of the Corporation may sell or transfer his shares in the Corporation except to an individual licensed to practice osteopathic medicine under the laws of the State of Florida.

ARTICLE VII - STOCK OWNERSHIP

The Board of Directors shall require any officer, shareholder, agent or employee of the Corporation who has been practicing osteopathic medicine and who becomes legally disqualified to practice osteopathic medicine within the State of Florida, to sever all employment with, and financial interests in, the Corporation forthwith.

ARTICLE VIII - DIRECTORS

The Corporation shall have one (1) director who initially shall be Eric A. Goldsmith, D.O. The number of directors may be increased or diminished, from time to time, as provided in the bylaws of the Corporation, but shall never be less than one (1).

The aforesaid director shall hold his office until the first annual meeting of the shareholders or until his successor has been duly elected and qualified.

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ARTICLE X - INCORPORATOR

The name and street address of the incorporator of the Corporation is Eric A. Goldsmith, D.O., 30 West Wilkes Avenue, Eustis, Florida 32726.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify officers and directors of the Corporation to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ____ day of August, 1997.


Eric A. Goldsmith, D.O.
Incorporator

This instrument was prepared by
Cl. John Daugherty, Cco.
Lic. # 937274
Stroock & Stroock & Lavan, LLP
200 South Biscayne Blvd.
2200 First Union Financial Center
Miami, Florida 33121

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I HEREBY accept the appointment as registered agent contained in the foregoing Articles of Incorporation for Eric A. Goldsmith, D.O., P.A., and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated: Aug 11, 1997

~~Eric A. Goldsmith, D.O.~~

This instrument was prepared by:
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