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Richard H. Langley  
ATTORNEY AND COUNSELLOR AT LAW  
700 ALMOND STREET  
P.O. BOX 120188  
CLERMONT, FLORIDA 34712-0188  
(352) 394-4025 FAX (352) 394-1604

September 17, 1997

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-09/23/97--01008--012  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Corporate Division  
ATTN: Becky McKnight  
409 E. Gaines St.  
Tallahassee, Florida 32399

RE: AMERICAN ACADEMY OF AMBULATORY CARE INC.

Dear Becky,

Thank you for your help. You were worth going through the recordings to get to.

Enclosed, please find the following in regards to the above referenced:

1. Articles of Incorporation, original and one copy;
2. Resident's Agent form, duly executed;
3. Check in the amount of \$122.50 for filing fee.
4. FedEx Envelope for return, billed to us.

If you need me the daytime number to reach me is the one listed above.

Thanks again,

*Pam Maggard*

Pam Maggard

*Pam maggard* GAVL

enclosures

AUTHORIZATION BY PHONE TO  
CORRECT Add suffix to name  
DATE 9/18  
DOC. EXAM. Bm

FILED  
97 SEP 18 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight SEP 18 1997

**ARTICLES OF INCORPORATION  
OF  
AMERICAN ACADEMY OF AMBULATORY CARE INC.**

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, have on this day voluntarily associated ourselves together for the purpose of forming a corporation under the Laws of the State of Florida, and to that end, do hereby adopt Articles of Incorporation, as follows:

**ARTICLE I.**

The name of the proposed corporation shall be AMERICAN ACADEMY OF AMBULATORY CARE INC.

**ARTICLE II.**

The general nature of the business to be transacted by said corporation, and the purpose and purposes for which and for any of which this corporation is formed, is to do any and all of the things allowed by the Statutes of the State of Florida, as well as those herein set forth, to the same extent, as natural persons might or could, to-wit:

To do any and all things allowed by the Statutes of the State of Florida.

**ARTICLE III.**

The capitol stock of this corporation shall consist of ONE HUNDRED SHARES (100) of common \$10.00 par value stock. All stock shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors.

In case a stockholder desires to sell his share of stock, he must offer them for sale to the remaining stockholders at a figure to be determined by appraisal by arbitrators to be selected in the manner provided for in, and subject to, the transfer restrictions contained in the By-Laws of the corporation.

**ARTICLE IV.**

The amount of the capital with which this corporation shall begin is more than FIVE HUNDRED (\$500.00) DOLLARS.

**ARTICLE V.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This corporation is to have perpetual existence in the State of Florida.

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

#### **ARTICLE VI.**

The initial address of this corporation in the State of Florida is: 7653 Turkey Lake Road, Suite 107, Orlando, Florida 32819. The Board of Directors may from time to time move the principal office to any other address in Florida.

#### **ARTICLE VII.**

This corporation shall have one (2) director(s) initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by stockholders.

#### **ARTICLE VIII.**

The name and address of the member of the first Board of Directors are:

**NAMES:**

**ADDRESSES:**

Franz Ritucci, Jr., M.D.

9397 Wickham Way  
Orlando, Florida 32836

Carole Early, M.D.

12836 Lakeshore Drive  
Clermont, Florida 32712

#### **ARTICLE IX.**

The name and post office address of the subscriber to these Articles of Incorporation, and the number of shares taken, are as follows:

**NAMES:**

**ADDRESSES:**

**SHARES:**

Franz Ritucci, Jr., M.D.

9397 Wickham Way  
Orlando, Florida 32836

50 shares

Carole Early, M.D.

12836 Lakeshore Drive  
Clermont, Florida 32712

50 shares

#### **ARTICLE X.**

The initial officers of this corporation shall be:

NAMES:

ADDRESSES:


Franz Ritucci, Jr., M.D. 9397 Wickham Way  
Orlando, Florida 32836

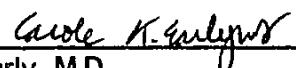
Carole Early, M.D. 12836 Lakeshore Drive  
Clermont, Florida 32712

**ARTICLE XI.**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a three-quarters majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Clermont, Lake County, Florida, this 17<sup>th</sup> day of September, 1997.

  
\_\_\_\_\_  
Franz Ritucci, Jr., M.D.

  
\_\_\_\_\_  
Carole Early, M.D.

STATE OF FLORIDA

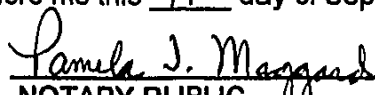
COUNTY OF LAKE

SUBSCRIBED AND SWORN before me, now comes Franz Ritucci, Jr., M.D. and Carole Early, M.D., who is personally known to me, this 17<sup>th</sup> day of September, 1997.

SUBSCRIBED AND SWORN before me this 17<sup>th</sup> day of September, 1997.



PAMELA J MAGGARD  
My Commission CC366663  
Expires Mar. 16, 1998  
Bonded by ANB  
800-852-5878

  
\_\_\_\_\_  
NOTARY PUBLIC

  
\_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, the following  
is submitted.

AMERICAN ACADEMY OF AMBULATORY CARE<sup>INC.</sup>, desiring to organize or  
qualify under the Laws of the State of Florida, with its principal place of business in the  
City of Clermont, Lake County, Florida, has named RICHARD H. LANGLEY, ESQUIRE,  
700 Almond Street, Clermont, Florida, 34711, as its Resident Agent to accept service of  
process within Florida.

Having been named to accept service for the above stated corporation, at the  
place designated in this certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

Dated: 9-17-97

  
RICHARD H. LANGLEY,  
Attorney at Law

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97 SEP 18 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA