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ACCOUNT NO. : 072100000032

REFERENCE : 644822 80457A

AUTHORIZATION

*Patricia Page*

COST LIMIT : \$ 122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 22 AM 9:44

ORDER DATE : December 22, 1997

ORDER TIME : 2:10 PM

ORDER NO. : 644822-005

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CUSTOMER NO: 80457A

CUSTOMER: Donald M. Birch, Jr., Esq  
BLACK CROTTY SIMS HUBKA  
BURNETT BIRCH & SAMUELS  
501 North Grandview Avenue  
Daytona Beach, FL 32118

DOMESTIC FILING

NAME: JOHN H. KROUSE, M.D., 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: Cindy Harris

EXAMINER'S INITIALS: \_\_\_\_\_

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

JOHN H. KROUSE, M.D., P.A.

The undersigned being duly licensed to render professional services as a doctor of medicine in the State of Florida, hereby forms a professional service corporation under the laws of the State of Florida pursuant to the provisions of Chapter 607 and Chapter 621, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is JOHN H. KROUSE, M.D., P.A.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSES

The general nature of business to be transacted by this corporation and the objects, purposes and powers of this corporation shall be as follows:

To engage in every phase and aspect of the general practice of medicine and all its fields of specialization, rendering the same professional services to the public that a doctor of medicine duly licensed 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.

within the State of Florida to render the same professional service as the corporation.

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.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Professional Service Corporation Act, provided however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall

be construed as powers as well as objects and purposes, all as permitted by law.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 5000 shares of common voting stock with a par value of \$1.00 per share. All stock issued shall be fully paid.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 106 North Kings Road, Suite D, Ormond Beach, Florida, 32174 and the name of the initial registered agent of this corporation at that address is JOHN H. KROUSE, M.D. who hereby accepts such designation by his signature hereto. The mailing address shall be the same.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
John H. Krouse, M.D.	106 North Kings Road, Suite D Ormond Beach, FL 32174

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
John H. Krouse, M.D.	106 North Kings Road, Suite D Ormond Beach, FL 32174

#### ARTICLE IX - TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED

No contract or other transaction between the corporation and any other corporation, association, person or firm, in the absence of fraud, shall be affected, invalid, void or voidable because one or more Directors or Officers of the corporation is or are interested in such contract or transaction as a Director or Officer of the other corporation or association or otherwise interested in or individually or jointly a party to any contract or transaction of this corporation or in which this corporation is interested and no Director or Officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in such contract or transaction. A Director of the corporation may vote upon such contract or other transaction of the corporation and may also vote upon any contract or other transaction between the corporation, and any subsidiary or firm without regard to the fact that he is also a Director or Officer of such subsidiary, controlled, affiliated or other corporation,

association or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

**ARTICLE X - DISQUALIFICATION OF SHAREHOLDERS,  
OFFICERS, AGENTS AND EMPLOYEES**

If any officer, shareholder, agent or employee of this corporation who has been rendering professional medical services to the public, shall become legally disqualified to render such services within the state, or shall accept employment which, pursuant to existing laws, shall place restrictions or limitations upon his continuing the rendering of such professional services, he shall sever all employment with and financial interest in this corporation forthwith.

**ARTICLE XI - VOTING TRUSTS**

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE XII - STOCKHOLDERS**

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a medical doctor under the laws of the State of Florida. The shareholders of this corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale,

hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or by and between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The manner and form, as well as relevant terms, conditions and details of any such regulatory or restrictive Bylaws or contracts shall be determined by the shareholders of this corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

#### ARTICLE XIII - BYLAWS

The stockholders of this corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws.

#### ARTICLE XIV - CONSTRUCTION AND APPLICABLE LAW

This corporation is organized pursuant to the provisions of Chapter 621 of the Florida Statutes, and it is the express intention of the incorporators that nothing contained herein and no act done pursuant hereto shall be construed or done in any manner which would violate the provisions of Chapter 621 of the Florida Statutes. Pursuant to Section 621.13, Florida Statutes, all of the provisions of Chapter 607, Florida Statutes, except as hereafter provided, are applicable to this corporation except where such provisions are in conflict with the provisions of Chapter 621.

Accordingly, all of the corporate powers set forth in Chapter 607 of the Florida Statutes and in Chapter 621 of the Florida Statutes shall be applicable to this corporation except that if any of the provisions of Chapter 621 are interpreted to be in conflict with Chapter 607, the provisions of Chapter 621 shall take precedence.

#### ARTICLE XV - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers hereinabove stated, the corporation shall have all and singular the following additional powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of profits, union of interests, or cooperation, joint venture or otherwise with any person, firm or corporation to carry on any business or



to make any investment in which this corporation has the direct or incidental authority to engage.

The corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by such shareholder as should desire to sell, transfer, hypothecate or otherwise dispose of his shares, in accordance with the Bylaws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation is not thereby impaired.

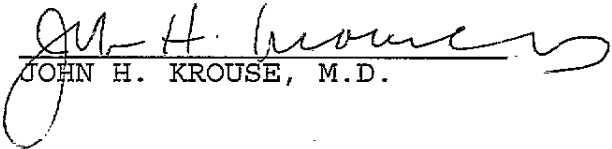
The corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholders, of this corporation, or by any contract with the shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation shall not thereby be impaired.

The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (A) a pension plan; (B) a profit-sharing plan; (C) a stock bonus plan; (D) a thrift and savings plan; (E) a stock option plan; and (F) other retirement, death benefit or incentive compensation plan or plans.

ARTICLE XVI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

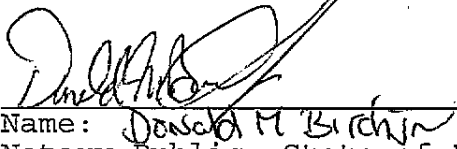
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18<sup>th</sup> day of December, 1997.

  
JOHN H. KROUSE, M.D.

STATE OF FLORIDA  
COUNTY OF VOLUSIA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, appeared JOHN H. KROUSE, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18<sup>th</sup> day of December, 1997.

  
Name: Donald M. Birch, Jr.  
Notary Public, State of FL  
Commission No. \_\_\_\_\_  
My Commission expires: \_\_\_\_\_



Donald M. Birch, Jr.  
MY COMMISSION # CC574030 EXPIRES  
November 1, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING  
PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

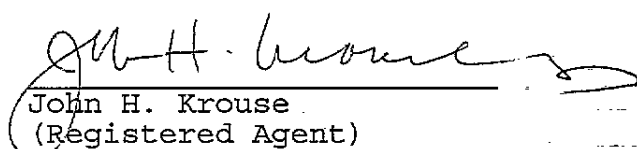
First--That JOHN H. KROUSE, M.D., P.A. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Ormond Beach, County of Volusia, State of Florida, has named John H. Krouse, M.D., 106 N. Kings Road, Suite D, Ormond Beach, FL 32174, City of Ormond Beach, County of Volusia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

JOHN H. KROUSE, M.D., P.A.

By:

  
John H. Krouse  
(Registered Agent)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 22 AM 9:44