

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square , Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Profit

1.) Medical + Research Specialists
(CORPORATE NAME & DOCUMENT #)

O.F. S. FL, P.A.

2.) _____
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATIONS
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SPECIAL INSTRUCTIONS

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EFFECTIVE DATE

1-7-98

**ARTICLES OF INCORPORATION
OF
MEDICAL & RESEARCH SPECIALISTS OF S. FL., P.A.**

The undersigned incorporator, being duly licensed to practice medicine under the laws of the State of Florida, hereby adopts these Articles of Incorporation to form **MEDICAL & RESEARCH SPECIALISTS OF S. FL., P.A.** (the "Corporation"), as a corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, and other laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation is "MEDICAL & RESEARCH SPECIALISTS OF S. FL., P.A."

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2081 East Ocean Boulevard, Stuart, Florida, 34997.

**ARTICLE III
PURPOSE**

The Corporation is formed for the sole and specific purpose of rendering professional services in every phase and aspect of the practice of medicine, including clinical research and management; provided, however, that the Corporation may, in addition, invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real and personal property necessary for the rendering of professional services in the practice of medicine.

**ARTICLE IV
TERM OF EXISTENCE**

The Corporation shall have perpetual existence. In accordance with Section 607.0203(1), Fla. Stat., the corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on Wednesday, January 7, 1998, or, if later, such time and date as is five business days prior to the date on which these Articles of Incorporation are filed by the Department of State

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ARTICLE V CAPITAL STOCK

The total authorized capital stock of the Corporation shall be Ten Thousand (10,000) shares of common stock having a par value of One Cent (\$0.01) per share.

None of the shares of the Corporation may be issued to anyone other than a professional service corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render professional services in the practice of medicine in the State of Florida.

ARTICLE VI REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 315 E. Robinson Street, Suite 600, Orlando, Florida 32801. The name of the initial registered agent at that address is George A. Golder, Esq.

ARTICLE VII BOARD OF DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as initial Director until the first annual meeting of the shareholders of the Corporation or until a successor Director is elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Mark P. Ettinger, M.D.	2081 East Ocean Boulevard Stuart, Florida 34997.

ARTICLE VIII INCORPORATOR

The name and address of the sole incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Mark P. Ettinger, M.D.	2081 East Ocean Boulevard Stuart, Florida 34997.

**ARTICLE IX
RESTRAINT ON ALIENATION OF SHARES**

No shareholder of the Corporation may sell or transfer stock in the Corporation except to a person who is eligible to be a shareholder of the Corporation, and in compliance with any applicable provisions of the Corporation's bylaws or any shareholders agreement between and among the Corporation and its shareholders.

**ARTICLE X
DISQUALIFICATION OF SHAREHOLDER TO PRACTICE**

If any shareholder of the Corporation who has been rendering professional services in the practice of medicine to the public becomes legally disqualified to render such professional services in the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon that shareholder's continued rendering of such professional services, that shareholder's shares of the Corporation's stock shall immediately become subject to purchase by the Corporation in accordance with the bylaws of the Corporation.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 7TH day of January, 1998.

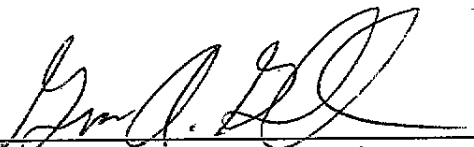
Mark P. Ettinger, M.D.

Mark P. Ettinger, M.D., Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED, this 7th day of January, 1998.



George A. Golder, Registered Agent

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