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ALAN L. ARONS ES.

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NAME: DOUGLAS H. BARLOW, M.D., P.A.

AUDIT NUMBER.....H98000008045

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

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ARTICLES OF INCORPORATIONOFDOUGLAS H. BARLOW, M.D., P.A.

98 APR 29 PM 1:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice pediatric medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act of the Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is DOUGLAS H. BARLOW, M.D., P.A. and shall have perpetual existence.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 750 Lock Road, Deerfield Beach FL 33442

ARTICLE III: PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of pediatric medicine, and all its fields of specializations, as are engaged in by pediatric medicine.
- b. To engage and render the professional services involved only

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through its officers, agents and employees who shall be pediatric physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

#### ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock, \$1.00 per share par value. The consideration to be paid for each share shall be payable in lawful money or property, labor or services. Shares of the corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### ARTICLE V: DIRECTORS

This corporation shall have one director(s) initially. The number of directors may be either increased or decreased from time to time by and amendment of the bylaws of the corporation in the manner provided by law but shall never be less than one.

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The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
DOUGLAS H. BARLOW	750 Lock Road Deerfield Beach FL 33442

#### ARTICLE VI: INCORPORATORS

The names and street addresses of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
DOUGLAS H. BARLOW	750 Lock Road Deerfield Beach FL 33442

#### ARTICLE VII: INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

#### ARTICLE VIII: SEVERENCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional

services, he shall forthwith sever all employment with the corporation, and shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him/her by the corporation, except that such shares shall not be entitled to dividends.

#### ARTICLE IX: INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE X: INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI: BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

**ARTICLE XII: REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent and office of this corporation is as follows: DOUGLAS H. BARLOW, 750 Lock Road Deerfield Beach FL 33442.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named corporation at the place designated in this Certificate of Articles of Incorporation I do hereby accept to act in this capacity and do agree to comply with the provisions of said Act relative to keeping open said office.  
DATED: April 29, 1998

  
DOUGLAS H. BARLOW

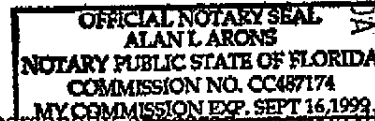
IN WITNESS WHEREOF we have hereunto set our names at Deerfield Beach Florida this 29th day of April, 1998.

WITNESSED BY

  
Witness

\_\_\_\_\_  
Witness  
STATE OF FLORIDA )  
SS:  
COUNTY OF BROWARD)

  
DOUGLAS H. BARLOW



BEFORE ME the undersigned authority ~~personally appeared~~ personally known to be the person(s) who executed the foregoing Articles of Incorporation of DOUGLAS H. BARLOW, M.D., P.A. and he/she acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and seal at Deerfield Beach Florida this 29th day of April, 1998.

  
NOTARY PUBLIC  
(SEAL)

My commission expires:

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