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ARTICLES OF INCORPORATION

OF

JACOBSON SOUTH FLORIDA HOSPITALISTS, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE NAME OF CORPORATION

The name of the Corporation shall be Jacobson South Florida Hospitalists, Inc.

ARTICLE TWO PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 8038 Wurzbach Road, Suite 360, San Antonio, Texas 78229, and the mailing address of the Corporation shall be 8038 Wurzbach Road, Suite 360, San Antonio, Texas 78229.

ARTICLE THREE CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE FOUR INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1200 South Pine Island Road, Plantation, Florida 33324. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is C T Corporation System. The Board of Directors may from time to time designate a new registered agent.

ARTICLE FIVE INCORPORATOR

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

<u>Name</u>

Address

Jerome B. Cohen

711 Navarro, Suite 600 San Antonio, Texas 78205

ARTICLE VI INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, are:

Name

Address

Norman Jacobson, M.D.

8038 Wurzbach Road, Suite 360 San Antonio, Texas 78229

ARTICLE VII PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of the filing of these Articles of Incorporation.

ARTICLE IX INDEMNIFICATION

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

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IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at San Antonio, Texas, on this 4th day of May, 1998.

Jerome B. Cohen

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, the undersigned hereby accepts such designation and agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent. The undersigned is familiar with, and accepts the duties and obligations of, Section 607.0505 of the Florida Statutes.

C T CORPORATION SYSTEM

By:

E. A. Wallace, Asst. Secretary

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SECRETARY OF STATE
TALLAHASSEE FI ORD