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FLORIDA DIVISION OF CORPORATIONS  
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CONTACT: LISA A LANIUS  
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: FLORIDA MEDICAL SPECIALISTS, INC.

AUDIT NUMBER.....H98000012827

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

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA MEDICAL SPECIALISTS, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is Florida Medical Specialists, Inc. (hereinafter the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of the Corporation is 5741 Bee Ridge Road, Suite 450, Sarasota, Florida 34233.

**ARTICLE III  
AUTHORIZED SHARES**

The total number of shares which the Corporation is authorized to issue is 10,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV  
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of the Corporation in the State of Florida is 5741 Bee Ridge Road, Suite 450, Sarasota, Florida 34233 and the initial registered agent of the Corporation at such address is Scott B. Elsbree, M.D.

**ARTICLE V  
INCORPORATOR**

The name and address of the incorporator are:

Name	Address
Scott B. Elsbree, M.D.	5741 Bee Ridge Road, Suite 450, Sarasota, FL 34233

Prepared by: Thomas H. Dart, Esq., FL Bar #0228788  
Ruden McClosky, Et al., P.O. Box 49017  
Sarasota, Florida 34230  
(941) 365-0140

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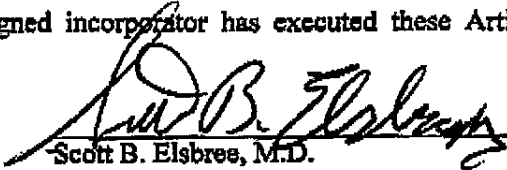
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**ARTICLE VI  
PURPOSE**


The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of July, 1998.

  
\_\_\_\_\_  
Scott B. Elsbree, M.D.  
Incorporator

**ACCEPTANCE OF APPOINTMENT AS  
REGISTERED AGENT**

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

  
\_\_\_\_\_  
Scott B. Elsbree, M.D.  
Registered Agent

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Sarasota, Florida 34230  
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