

**MILLER & ASSOCIATES  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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July 30, 1998

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Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

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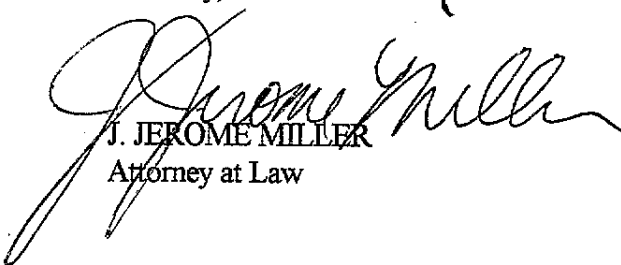
Re: *David W. Tesar, M.D., P.A.*

To Whom It May Concern:

Enclosed please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return the copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,



J. JEROME MILLER  
Attorney at Law

JJM/ceo

Enclosures

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**ARTICLES OF INCORPORATION  
OF  
DAVID W. TESAR, M.D., P.A.**

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**ARTICLE I**

**NAME**

The name of this Corporation is DAVID W. TESAR, M.D., P.A.

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE**

The purposes for which the Corporation is formed are as follows:

1. To engage in medical practice.
2. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and to own real or personal property necessary for the rendering of the professional services specified above.
3. To do such acts and carry on such business as may be permitted by the rules and regulations of the State of Florida, as they pertain to professional corporations and subject to the limitations thereof.

**ARTICLE IV**

**CAPITAL STOCK**

The Corporation is authorized to issue 2500 shares of \$1.00 par value common stock, which shall be designated "common shares".

**ARTICLE V**

**PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale 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 (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 2910 Shalimar Lane, Shalimar, Florida 32579 and the initial registered agent of this Corporation at that address is David W. Tesar, M.D.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

This Corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

DAVID W. TESAR, M.D.  
2910 Shalimar Lane  
Shalimar, Florida 32579

**ARTICLE VIII**

**PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation is 2910 Shalimar Lane, Shalimar, Florida 32579.

**ARTICLE IX**

**INCORPORATOR**

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

DAVID W. TESAR, M.D.  
2910 Shalimar Lane  
Shalimar, Florida 32579

**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**

**ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING**

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the \_\_\_\_\_ day of \_\_\_\_\_, 1998.

  
\_\_\_\_\_  
DAVID W. TESAR, M.D.

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared DAVID W. TESAR, M.D. who produced a Florida drivers

license as identification, and who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same. # RT856047 Ohio

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 30<sup>th</sup> day of July, 1998.



Rhonda Lea Foreman  
NOTARY PUBLIC

ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for DAVID W. TESAR, M.D., P.A.

David W. Tesar  
DAVID W. TESAR, M.D.

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared DAVID W. TESAR, M.D. who produced a Florida drivers license as identification, and who is the person who executed the foregoing Acceptance and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 30<sup>th</sup> day of July, 1998.



Rhonda Lea Foreman  
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