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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 27, 1999

OPERATION MED-CARE 2511 N GRADY AVE TAMPA, FL 33607

SUBJECT: SYDEL BARNES, M.D., P.A.

Ref. Number: W99000009845

We have received your document for SYDEL BARNES, M.D., P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser Corporate Specialist

Letter Number: 199A00022254

ARTICLES OF INCORPORATION

OF

SYDEL BARNES, M.D., P.A.

I, the undersigned, make, subscribe, acknowledge and fill with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this corporation shall be:

Sydel Barnes, M.D., P.A.

The address of this corporation shall be 2511 N. Grady Avenue, Tampa, Florida 33607, or such other address within the State of Florida as the Board of Directors of this corporation may from time to time designate.

ARTICLE II

Existence of Corporation

This corporation shall begin existence on April 8, 1999, and shall have perpetual existence.

ARTICLE III

Business, Objects or Purposes

The general nature of the business to be transacted by this corporation or the objects or purposes of the corporation shall be as follows:

- (a) To engage in the general practice of medicine.
- (b) To provide medical and social services to families within the state of Florida.
- (c) To provide health education to families as an adjunct to their medical care.
- (d) In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations.

ARTICLE IV

Capital Stock

- (a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible of intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.
- (b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 2511 N. Grady Avenue, Tampa, Florida 33607, and the name of the corporation's initial registered agent at such address is Sydel Barnes, M.D. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VI

Initial Board of Directors

The number of directors constituting the initial Board of
Directors shall be one (1), and the name and address of the persons
who are to serve as members thereof are as follows:

Name Address

Sydel Barnes, M.D. 16210 East Course Drive Tampa, Florida 33606

ARTICLE VII

Incorporator

The name and address of the incorporator of this corporation is as follows:

Name Address

Sydel Barnes, M.D. 16210 East Course Drive Tampa, Florida 33606

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes therein stated.

Barnes, M.D.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before $m_{\overline{e}}$ this $\underline{\mathcal{B}}$ M.D.,SYDEL BARNES, of 1999, day personally known to me or who has produced identification and who did not take an oath.

Print Name

Notary Public

My Commission Expires:

Serial Number, if any

4. Meisha A. Leonard Notary Public, State of Florida y Comm Expires Jun 17, 2000 No CC561717 Bonded Thru: Official Notary Service 1-(800) 723-0121

CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the abovestated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature Sydel Barnes, M. D. T. Sydel Barnes