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GILES & ROBINSON, P.A.  
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June 8, 1999

FEDERAL EXPRESS

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32301

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-06/14/99--01001--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Geoffrey Lynn Vaupel, M.D., P.A.

Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation for the above-referenced corporation along with this firm's check in the amount of \$122.50 to cover the following filing costs:

<u>Item</u>	<u>Amount</u>
Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	<del>\$52.50</del>
TOTAL	\$122.50

8.75  
78.75

Please note that these Articles of Incorporation are effective upon filing. After you have filed them, please return a certified copy to me.

If you should have any questions, please contact my office.

Sincerely,

GILES & ROBINSON, P.A.

  
John J. Reid

JJR/ab  
enclosures

FILED  
99 JUN 14 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6-15-99  
RV

ARTICLES OF INCORPORATION  
OF  
GEOFFREY LYNN VAUPEL, M.D., P.A.

FILED  
99 JUN 14 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional association under the laws of the State of Florida.

ARTICLE I  
Name

The name of this corporation shall be Geoffrey Lynn Vaupel, M.D., P.A.

ARTICLE II  
Term of Existence

This corporation shall commence effective upon execution of these Articles and shall have perpetual existence.

ARTICLE III  
Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be Pinebrook Regional Medical Center, 14540 Cortez Blvd., Ste. 115, Brooksville, FL 34613 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE IV  
Nature of Business

The general nature of the activities of this Professional Association shall be:

A. To engage solely and specifically in the business of rendering professional medical services that are customarily provided by licensed physicians under the laws of the State of Florida.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereto, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. To conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, in a manner not inconsistent with Chapter 621, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

#### ARTICLE V Capital Structure

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 per share, which shall be without preemptive rights.

B. All or any portion of the capital stock may be paid for in cash, in real or personal property, or in labor or services, or in any other right or thing having value, in the judgment of the Board of Directors at least equivalent to the full value of the stock to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash. The Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE VI Registered Agent

The initial registered agent of this corporation shall be John J. Reid. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 390 N. Orange Ave., Ste. 800, Orlando, FL 32801.

#### ARTICLE VII Board of Directors

The initial number of directors of this corporation shall be one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

#### ARTICLE VIII Initial Board of Directors

The name and residence address of the first Board of Directors, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting

of the shareholders or until his successor is elected and qualified, or until his resignation, removal from office or death is:

<u>Name</u>	<u>Residence Address</u>
Geoffrey Lynn Vaupel	12 Hillcrest Road Tiburon, CA 94920

#### ARTICLE IV

##### Incorporator

The name and residence address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Residence Address</u>
John J. Reid	3110 Carmia Drive Orlando, Florida 32806

#### ARTICLE X

##### Shareholder Qualifications

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals, who are duly authorized and licensed to practice medicine in the State of Florida. No shareholder may sell, transfer or encumber his stock except to another individual who is eligible to be a shareholder of this corporation. No shareholder shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### ARTICLE XI

##### Indemnification

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

#### ARTICLE XII

##### Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or shareholders of this corporation.

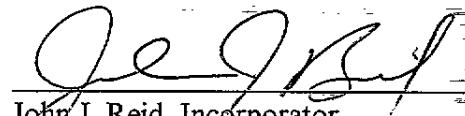
#### ARTICLE XIII

##### Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose

thereof. Any Amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 9th day of June, 1999.

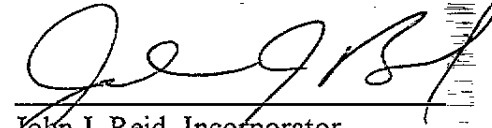
  
\_\_\_\_\_  
John J. Reid, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

That Geoffrey Lynn Vaupel, M.D., P.A., desiring to organize or qualify under the laws  
of the State of Florida, with its principal place of business at City of Brooksville, State of Florida, has  
named John J. Reid located at 390 N. Orange Ave., Ste. 800, City of Orlando, State of Florida as its  
agent to accept service of process within Florida.

The street address of the registered office and the street address of the business of the  
registered agent are identical.

  
\_\_\_\_\_  
John J. Reid, Incorporator

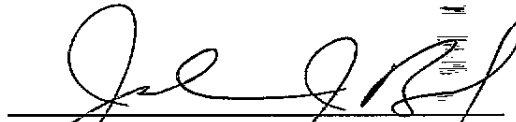
Dated: 6/9/99

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 14 AM 8:34

FILED

Having been named to accept service of process for the above-stated corporation, at the place  
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with  
the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
John J. Reid  
Registered Agent

Dated: 6/9/99