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FLORIDA PROFIT CORPORATION OR P.A.

Mandraccia Holdings, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**MANDRACCIA HOLDINGS, INC.**

**ARTICLE 1**

The name of the corporation is Mandraccia Holdings, Inc.

**ARTICLE 2**

The objectives and purposes for which the corporation is organized are for any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, now or hereafter in effect, and to do any of such things as fully and to the same extent as natural persons might or could do.

**ARTICLE 3**

The duration of existence of the corporation is perpetual.

**ARTICLE 4**

The street address of the initial principal office of the corporation is:

6120 Winkler Road, Suite J  
Fort Myers, FL 33919

The mailing address of the corporation is:

c/o Robert D. Royston, Jr.  
Costello, Sims & Royston  
P.O. Drawer 60205  
Fort Myers, FL 33906

**Prepared By:**

Robert D. Royston, Jr., Esq. - Fla. Bar No. 334960  
Costello, Sims & Royston  
P.O. Drawer 60205, Fort Myers, FL, 33906  
(941) 939-2222

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**ARTICLE 5**

The aggregate number of shares that the corporation shall have authority to issue is ONE THOUSAND (1000) shares. All such shares shall be of a single class, designated as common, and shall be without par value.

**ARTICLE 6**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

**ARTICLE 7**

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

**ARTICLE 8**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

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**ARTICLE 9**

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida Business Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

**ARTICLE 10**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) directors whose name and addresses are as follows:

<u>Name</u>	<u>Address</u>
Robert V. Mandraccia, M.D.	6120 Winkler Road, Suite J Fort Myers, FL 33919

**ARTICLE 11**

The initial registered agent of the corporation and the street address of the corporation's initial registered agent are:

<u>Name</u>	<u>Address</u>
Robert D. Royston, Jr.	12670 New Brittany Blvd., Suite 101 Fort Myers, FL 33907

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**ARTICLE 12**

The name and address of the incorporator of the corporation is:

Name

Address

Robert D. Royston, Jr.

12670 New Brittany Blvd., Suite 101  
Fort Myers, FL 33907

In Witness Whereof, I have signed my name this date.

Dated: July 28, 1999

  
Robert D. Royston, Jr., Incorporator

**ACCEPTANCE OF DUTIES OF REGISTERED AGENT**

Having been named to act as Registered Agent to accept service of process for the above named Corporation, at the place designated in these Articles of Incorporation, and being familiar with the obligations of this position, I hereby accept the duties of registered agent, agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

Dated this 28th day of July, 1999.

  
Robert D. Royston, Jr.

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