

Romano & Associates, P.A.
Attorneys at Law

7301 West Palmetto Pk. Road
Suite 207-A
Boca Raton, FL 33433
(561) 347-7100

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Enclosed please find a
check and the Corporations to
be returned.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH NOV 03 1999

**ARTICLES OF INCORPORATION
OF
FLORIDA PHYSICIAN & HEALTHCARE CONSULTANTS , INC.**

The undersigned acting as incorporator of a corporation pursuant to chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation shall be:

FLORIDA PHYSICIAN & HEALTHCARE CONSULTANTS , INC.

**ARTICLE II
Principal place of business and mailing address**

The principal place of business and mailing address of this corporation shall be:

10446 Canoe Brook Circle

Boca Raton, FL 33498

and the mailing address of the corporation shall be the same.

**ARTICLE III
Purpose**

The specific purpose for which the corporation is organized is:

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, territory or nation.

**ARTICLE IV
Manner of election of directors**

The manner in which the directors are elected or appointed is as follows:

Directors will be chosen by the Board of Directors and the initial Articles will be filed with only with one Director, **Larry Groff** and he will be the only current member on the Board of Directors until this Corporation's first meeting.

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ARTICLE V
Initial registered agent and street address

The name and the street address of the initial registered agent is:

Romano & Associates, P.A.
7301 West Palmetto Road
Suite 207-A
Boca Raton, Florida 33433
(561) 347-7100

ARTICLE VI
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1, 000 shares of common stock having \$ 1.00 par value per share.

ARTICLE VII
Incorporators

The name and the street address of the incorporator for these articles of incorporation is:

Larry Groff
10446 Canoe Brook Circle
Boca Raton, FL 33498

The undersigned incorporator has executed these Articles of Incorporation this 27th day of October, 1999.

Signature of Incorporator:

Larry Groff
Larry Groff

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION**

The Law Firm of Romano & Associates, P.A., located at
7301 West Palmetto Park Road, Suite 207-A, Boca Raton, Florida 33433, (561) 347-7100
and having been designated as the Registered Agent in the above and foregoing Articles
familiar with and accepts the obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.


Jay F. Romano

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TALLAHASSEE, FLORIDA