

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Scott D. Dudak, M.D., P.A.

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ARTICLES OF INCORPORATION
OF
SCOTT D. DUDAK, M.D., P.A.

ARTICLE I

NAME AND ADDRESS

The name of the corporation is SCOTT D. DUDAK, M.D., P.A. The address of the principal office and the mailing address of the Corporation is c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 150 West Flagler Street, Suite 2200, Miami, Florida 33130.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be to engage in every aspect of the practice of medicine. The professional services involved in the corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice medicine in the State of Florida.

The corporation shall not engage in any business other than the profession of medicine; however, the corporation may invest its funds in real estate, mortgages, stocks, bonds or other types of investments and may own real and personal property necessary for the rendering of the professional services authorized hereby.

Filed by:

Robert I. Weissler, Fla. Bar No. 130072

Stearns Weaver Miller et al

150 West Flagler Street, Suite 2200

Miami, Florida 33130

Telephone: 305-789-3200

Facsimile: 305-789-3395

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**ARTICLE III
CAPITAL STOCK**

The maximum number of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of One Cent (\$0.01) par value per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable.

**ARTICLE IV
TERM OF EXISTENCE**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which the corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 150 West Flagler Street, Suite 2200, Miami, Florida 33130 and the name of the initial registered agent of this corporation at that address shall be Robert I. Weissler.

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ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the sole initial Director is as follows:

Scott D. Dudak, M.D.
c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
150 West Flagler Street, Suite 2200
Miami, Florida 33130

ARTICLE VII

OFFICERS

The following person is elected to the office(s) set forth below opposite his name to serve for a period of one year or until his successors are duly elected:

Scott D. Dudak, M.D. - President/Secretary/Treasurer

ARTICLE VIII

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation are as follows:

Robert I. Weissler
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
150 West Flagler Street, Suite 2200
Miami, Florida 33130

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ARTICLE IX

LIMITATION ON OWNERSHIP OF SHARES

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, and who are employees, officers, or agents of this corporation.

ARTICLE X

RESTRICTION ON TRANSFER OF SHARES

No stockholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then a duly authorized and licensed to practice medicine in the State of Florida.

This corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XI

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Florida Statutes Chapter 607, as modified by the Florida Professional Service Corporation Act, Florida Statutes Chapter 621.

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ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

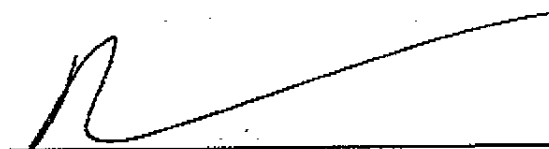
The right to amend, alter, change or repeal any provision contained in the Articles of Incorporation or any amendments hereto is expressly reserved by the corporation and any and all rights conferred on shareholders herein are granted subject to this reservation. The shareholders shall have the power to amend, alter, change or repeal these Articles of Incorporation when duly proposed and approved by the holders of not less than a majority of the outstanding common stock. The power to adopt, amend, alter, change or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this corporation as provided by law and in the Bylaws.

ARTICLE XIII

INDEMNIFICATION

This corporation shall indemnify any and all of its officers, directors, employees or agents, or any former officers, directors, employees or agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation dated December 27, 1999.


Robert I. Weissler, Incorporator

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TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in
Compliance with said Act:

Scott D. Dudak, M.D., P.A., desiring to organize under the laws of the State of
Florida with its registered office, as indicated in the Articles of Incorporation, at c/o Stearns Weaver
Miller Weissler Alhadef & Sitterson, P.A., 150 West Flagler Street, Suite 2200, Miami, Florida
33130 has named Robert I. Weissler as its agent to accept service within this State.

ACKNOWLEDGMENT:

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 agree to comply
with the provisions of said Act relative to keeping said office open.

By: _____

Robert I. Weissler, Resident Agent

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