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#### ARTICLES OF INCORPORATION

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OF'

CRAIG E. MUNGER, M. D., P. ALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation.

#### Artic<u>le I - Name</u>

The name of the Corporation shall be CRAIG E. MUNGER, M.D., P. A. The principal place of business of this Corporation shall be 403 Vonderburg Drive, Suite 100, Brandon, Florida 33511 or such other place as may be designated by the Board of Directors.

#### Article II - Duration

This Corporation shall have perpetual existence. The date and time of the commencement of corporate existence shall be upon filing.

#### Article III - Purpose

The Corporation is organized as a Professional Service Corporation as permitted under the Florida Statutes and the Corporation will be engaged in the practice of ophthalmology within the State of Florida, and to take all actions necessary or proper

in connection with that practice.

#### Article IV - Professional Services

The professional services of the Corporation shall be rendered only through its Officers, employees, and agents who are duly licensed or otherwise legally authorized to practice ophthamology within the State of Florida. Professional services shall be rendered in each case by the Officer, employee, or agent designated solely by this Corporation, acting through its duly elected Officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of ophthalmology.

#### <u>Article V - Capital Stock</u>

The total authorized capital stock of this Corporation shall consist of Ten Thousand shares of common stock having a parvalue of One Dollar (\$1.00) each, amounting in the aggregate to Ten Thousand Dollars (\$10,000.00). All stock issued shall be fully paid and non-assessable.

#### Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 403 Vonderburg Drive, Suite 100, Brandon, Florida 33511 and the name of the initial Registered Agent of this Corporation at that address is CRAIG E. MUNGER, M.D.

## Article VII - Initial Board of Directors

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This Corporation shall have one (1) Director initially.

The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director of this Corporation is:

Craig E. Munger, M.D.
403 Vonderburg Drive
Suite 100
Brandon, Florida 33511

### <u> Article VIII - Subscriber</u>

The name and address of the person signing these Articles is:

Craig E. Munger, M.D. 403 Vonderburg Drive Suite 100 Brandon, Florida 33511

#### Article IX - By-Laws

The power to adopt, amend or repeal By-Laws shall be vested in the Shareholders.

#### <u> Article X - Dividends</u>

Dividends may be paid to Shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

# Article XI - Action by Directors Without a Meeting

The Directors of this Corporation may take action by

The Directors of this Corporation may take action by written consent, as provided by law, except the following actions must be taken at a meeting of Directors:

- 1. Dissolution or merger of the Corporation, or
- 2. Sale of substantially all corporate assets.

#### Article XII - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation, this 29th day of December, 1999.

CRAIG W. MUNGER, M.D

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared CRAIG E. MUNGER who is either personally known to me or who produced  $\frac{M526-105 (5-006-5)}{(5-006-5)}$  as identification who is known by me to be the person who executed the foregoing Articles of

Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of December, 1999.

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

EDWARD A HILL

(Type/print name of Notary)

My Commission Expires:



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.

Registered Agent

Date