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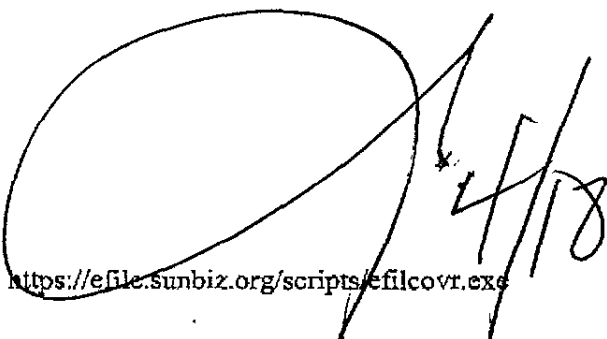
Sanford Medical Group, P.A.

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ARTICLES OF INCORPORATION
SANFORD MEDICAL GROUP, P.A.

The undersigned Incorporator of these Articles of Incorporation hereby forms a professional service corporation (the "Corporation"), pursuant to Section 621, Florida Statutes, and in conjunction with Section 607, Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is **SANFORD MEDICAL GROUP, P.A.**

ARTICLE II - NATURE OF PROFESSIONAL SERVICE

The general nature of the business to be transacted by the Corporation is:

A. To engage in every phase and aspect of the business of rendering professional services to the public that any doctor of medicine duly licensed under the laws of the State of Florida is authorized to render, such professional services shall be rendered only through officers, employees and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice medicine.

B. To invest the funds of the 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 professional medical services.

C. To establish or enter into, for the benefit of its employees, one (1) or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift savings plan; (5) a restricted stock option plan; and/or (6) other retirement or incentive compensation plans, whether non-qualified or qualified by the Internal Revenue Service.

D. At its option, to purchase and acquire the shares of the Corporation owned and held by any shareholder who dies, such purchase to be in accordance with the bylaws of the Corporation adopted by the shareholders. The bylaws shall set forth the terms and conditions of such purchases; provided, however, that the capital of the Corporation is not impaired.

E. At its option, to enter into a partnership with other qualified professional associations and/or individuals duly qualified to practice medicine in

the State of Florida.

The foregoing paragraphs shall be construed as enumerating both powers and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes and policies shall not be held to limit or restrict in any manner the purposes or powers of the Corporation otherwise permitted by law and includes, without limitation, the powers and purposes to manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and render services of all kinds and to engage in any legal and lawful act or activity for which professional service corporations may be organized under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one (1) time is ten thousand (10,000) shares of common stock, having a nominal or par value of one cent (\$0.01) per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida, nor may any shareholder sell or transfer such shareholder's shares in the Corporation except to another individual who is duly licensed or otherwise legally authorized to practice medicine as aforesaid.

ARTICLE IV - TERM OF EXISTENCE

The Corporation is to exist and shall commence existence upon the date of filing these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE V - PRINCIPAL ADDRESS OF INITIAL PLACE OF BUSINESS, REGISTERED OFFICE AND AGENT

The initial street address of the principal place of business of the Corporation is:

1621 West 1st Street
Sanford, Florida 32771

The street address of the initial registered office of the Corporation is:

1621 West 1st Street
Sanford, Florida 32771

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

Corporation are as follows:

Vinay C. Srivastava, M.D.
1621 West 1st Street
Sanford, Florida 32771

ARTICLE VI - DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of directors may be increased or decreased from time to time by bylaws for the Corporation adopted by the shareholders, but shall never be less than one (1). The Corporation shall have one (1) director initially. The name and address of the initial director of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Vinay C. Srivastava, M.D.	1621 West 1 st Street Sanford, Florida 32771
Sangita Mohan, M.D.	1621 West 1 st Street Sanford, Florida 32771

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Vinay C. Srivastava, M.D.	1621 West 1 st Street Sanford, Florida 32771

ARTICLE VIII - INDEMNIFICATION

Each director and officer of the Corporation, in consideration of such director's services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by such director in connection with the

defense of, or for advice concerning, any claim asserted or proceeding brought by reason of that director being or having been a director or officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned by the Corporation; or by reason of any act or omission to act as such director or officer; provided that the director shall not have been derelict in the performance of his/her duties as to the matter, or matters with respect to which such claim is asserted or proceeding brought. The forgoing right of indemnification shall not be exclusive of any other rights of which director or officer maybe entitled as a matter of law.

ARTICLE IX - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one (1) or more of the directors or officers of the Corporation is interested in, or is a member, shareholder, director or officer of, such other firm or corporation. Any director or officer, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested. No contract, act or transaction of the Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or officer of the Corporation is a party to, or is interested in, such contract, act or association or corporation. Each and every person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of such person or any firm, association or corporation in which such person may be interested.

ARTICLE X - STOCK RESTRICTIONS

None of the capital stock of the Corporation shall be issued to any person who is not duly licensed to practice medicine in the State of Florida. No shareholder of the Corporation may enter into a voting trust agreement or any other type of agreement vesting or attempting to vest in another person the authority to exercise the voting power of any or all of the stock of such shareholder. Any shareholder of the Corporation who is legally disqualified to render professional services necessary and required to practice medicine within the State of Florida shall become obligated to divest himself/herself of such stock in the Corporation in the manner provided for in the bylaws of the Corporation. The shareholders of the Corporation shall have the power to include in the bylaws any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of the Corporation by any of its shareholders or in the event of the death of any of the Corporation's shareholders. No shareholder of the Corporation may sell or transfer such shareholder's shares therein except to

another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall be approved at a shareholder's meeting especially called for such purpose. If any shareholder shall become legally disqualified to practice medicine in the State of Florida, or be elected or appointed to a public office or accept other employment which places restrictions of limitations upon such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the bylaws of the Corporation.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including by not limited to those provisions in the Section 621.13, Florida Statutes. All of the rights of the shareholders of the Corporation are subject to this reservation.

ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER OR ACQUISITION

The approval of the shareholders of the Corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval be required by law and same shall only, in any event, be with another domestic professional service corporation organized under Section 621, Florida Statutes, to render the professional services to be rendered hereunder. Merger or consolidation with a foreign corporation is strictly prohibited.

ARTICLE XIV - I.R.C. SECTION 1244

It is the intent of the Incorporator and the Corporation to qualify the shares of stock issued by the Corporation as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator and the Corporation to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the

organizational meeting of the Corporation.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 15th day of April, 2005.




VINAY C. SRIVASTAVA, M.D.
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this this 15th day of April, 2005, by VINAY SRIVASTAVA, who has produced a driver's license as identification or who is personally known to me.





Steven R. Kutner, Notary Public
Commission No. DD354548
My Commission Expires:

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

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

FIRST, that **SANFORD MEDICAL GROUP, P.A.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, located in the City of Sanford, County of Seminole, State of Florida, has named **VINAY C. SRIVASTAVA, M.D.**, located at 1621 West 1st Street, Sanford, Florida 32771, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named as the registered agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree and accept the responsibility to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

V.C. Srivastava

VINAY C. SRIVASTAVA, M.D.

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