



CHRISTIAN | BARTON, LLP
Attorneys At Law

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August 25, 2005

Jana

BY HAND

Clerk of the Commission
Virginia State Corporation Commission
The Tyler Building
1300 E. Main St
Richmond, Virginia 23219

9/13/05

050907 0090

~~*050826 0120*~~

RE: Articles of Incorporation

Dear Clerk:

Enclosed please find Articles of Incorporation for entry into record with the Virginia State Corporation Commission on behalf of William G. Fitzhugh, P.C. Also enclosed is our firm check in the amount of \$75.00 representing the applicable filing fees.

Please **HOLD** the receipt at the front desk for pick-up and call me at 697-4115 when the document is ready. Should you have any questions or concerns, please do not hesitate to contact me.

Sincerely,

Denyse D. Gil
Paralegal

/ddg

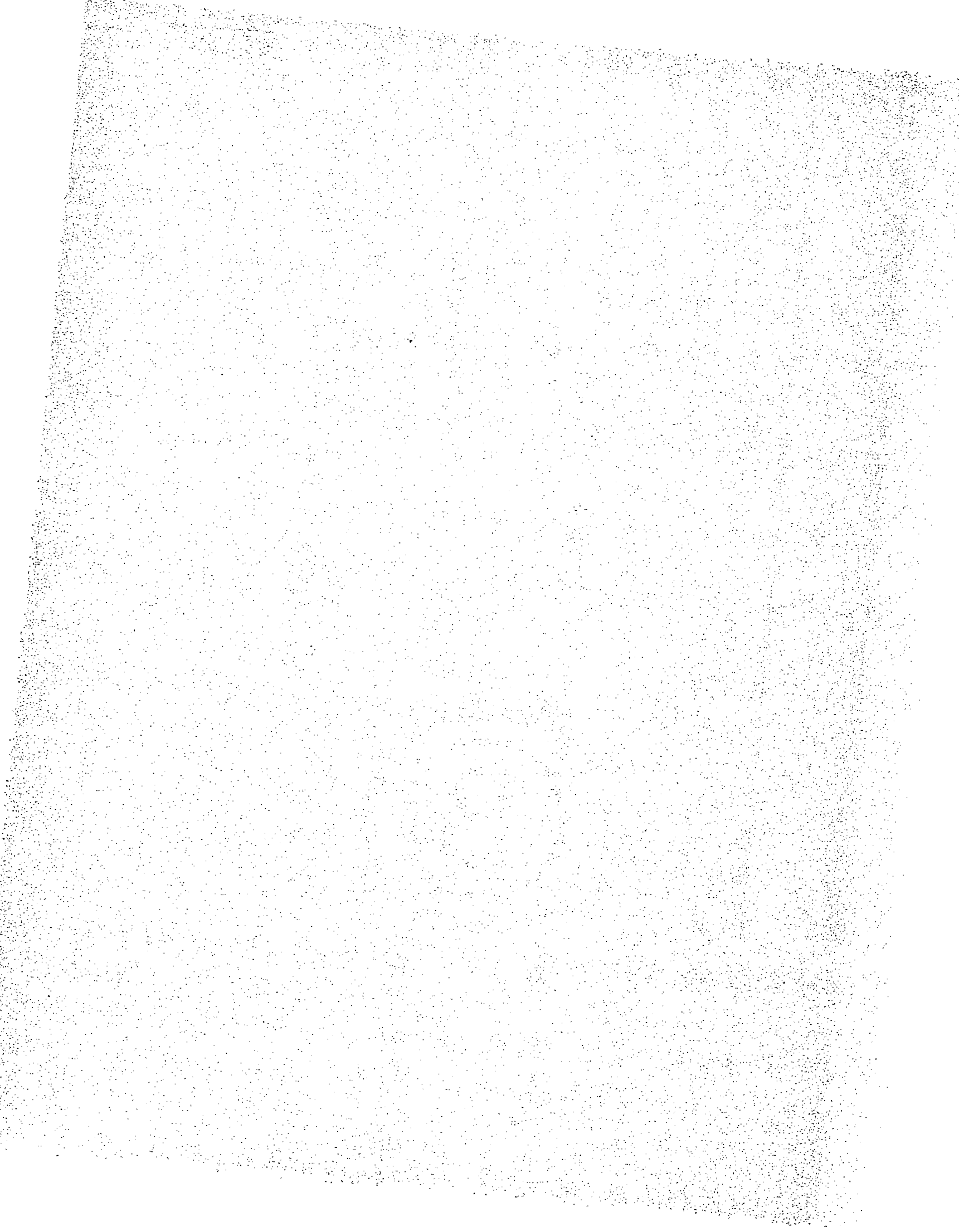
Enclosure

cc: Waller R. Staples, III, Esquire

(61097.00003)

Code 71 *50*
25 *9/14/2005*
75 *[Signature]*

0644693-4



COMMONWEALTH OF VIRGINIA



CLINTON MILLER
CHAIRMAN

MARK C. CHRISTIE
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER

JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION
Office of the Clerk

September 16, 2005

DENYSE D GIL
CHRISTIAN BARTON LLP
909 E MAIN ST STE 1200
CALL 697-4115 FOR PICKUP **
RICHMOND, VA 23219-3095

RE: William G. Fitzhugh, P.C.
ID: 0644693 - 4
DCN: 05-09-07-0090

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.

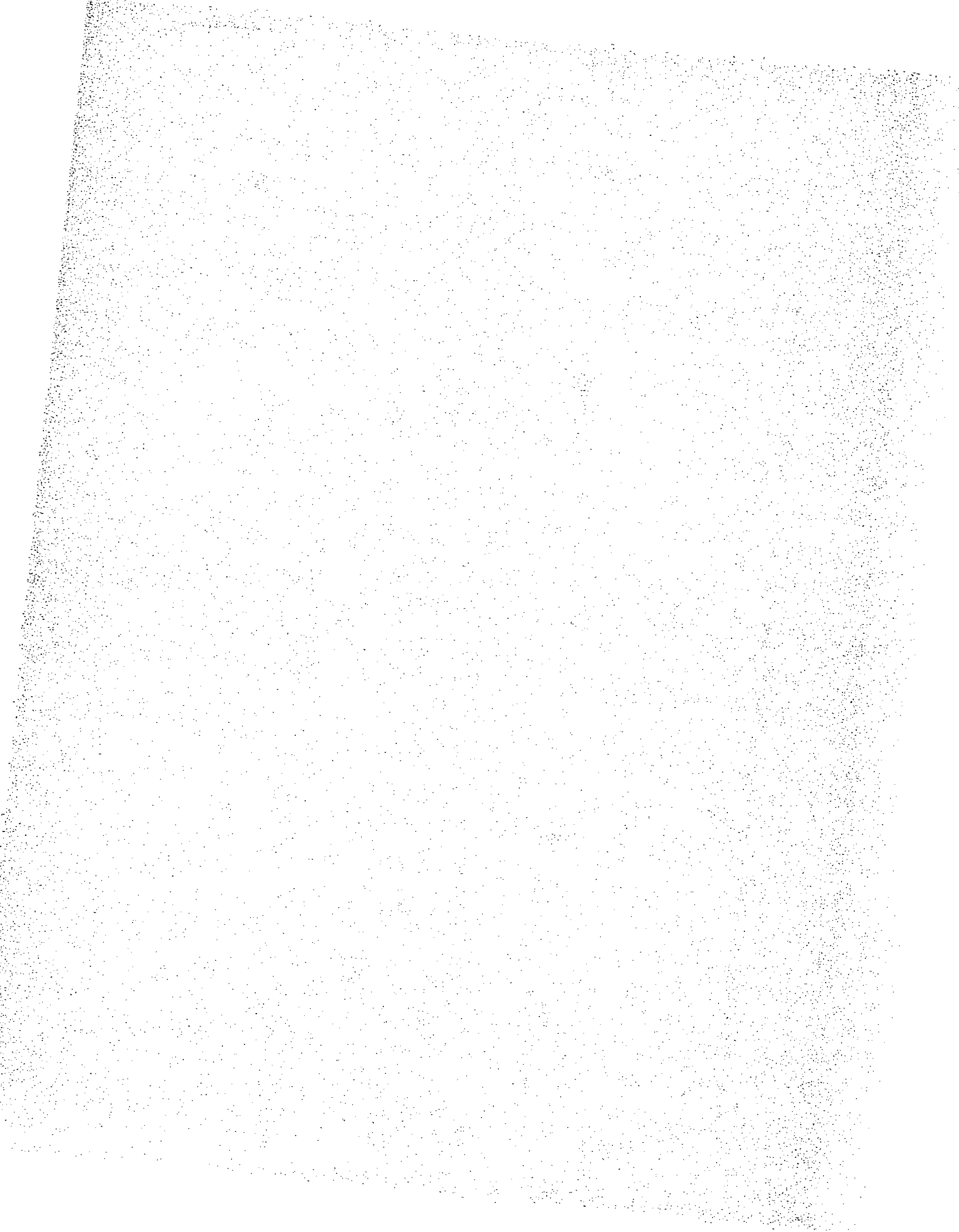
The effective date of the certificate of incorporation is September 16, 2005.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CORPRCPT
NEWCD
CIS0313



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, SEPTEMBER 16, 2005

The State Corporation Commission has found the accompanying articles submitted on behalf of
William G. Fitzhugh, P.C.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

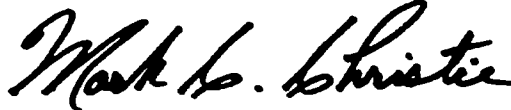
CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective September 16, 2005.

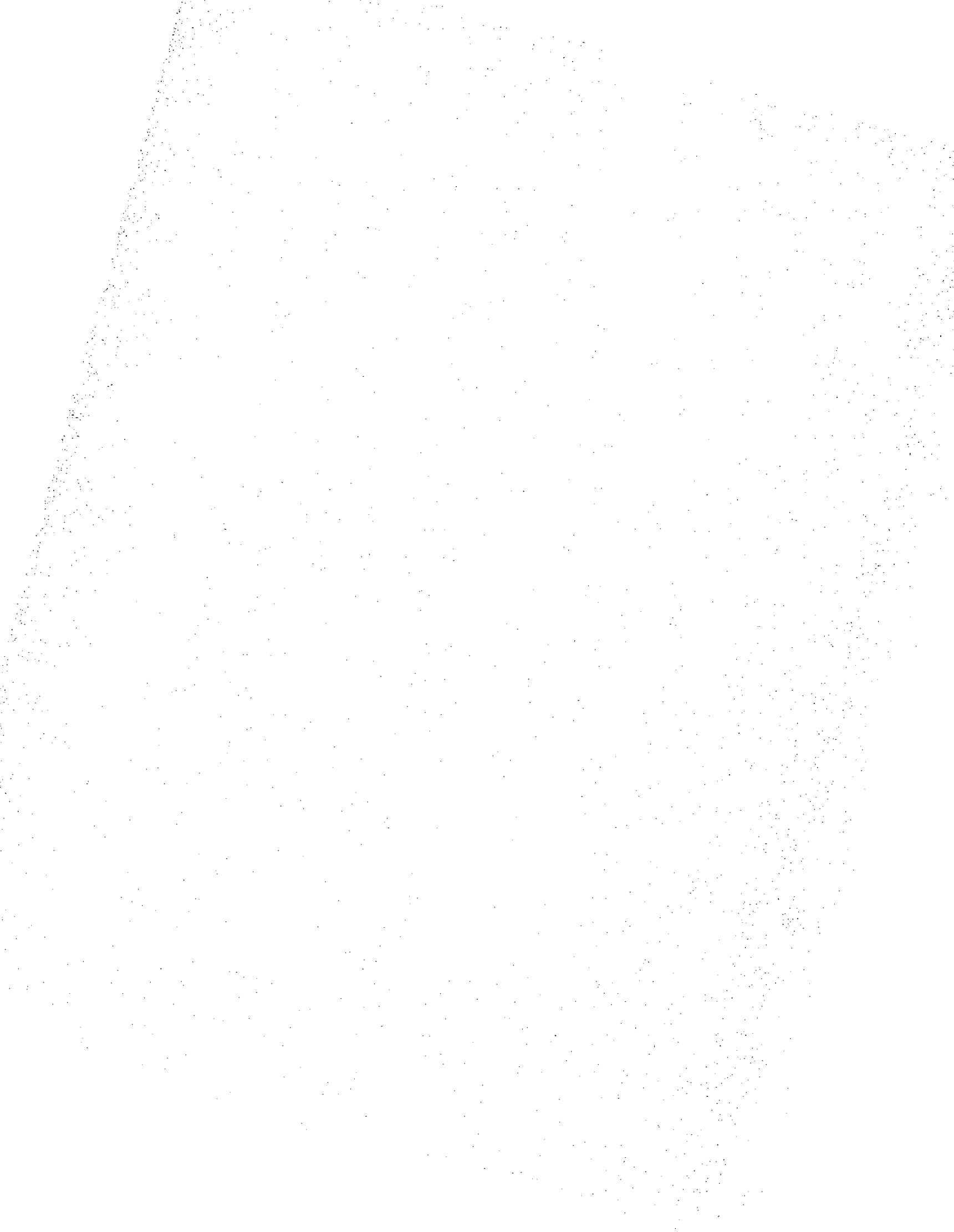
The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner



ARTICLES OF INCORPORATION
OF
WILLIAM G. FITZHUGH, P.C.

ARTICLE I.

The name of the Corporation is: William G. Fitzhugh, P.C.

ARTICLE II.

The Corporation is organized for the purpose of rendering professional services in the practice of medicine.

ARTICLE III.

Section 1. The number of shares of capital stock that the Corporation shall have authority to issue shall be 5,000 shares of Common Stock.

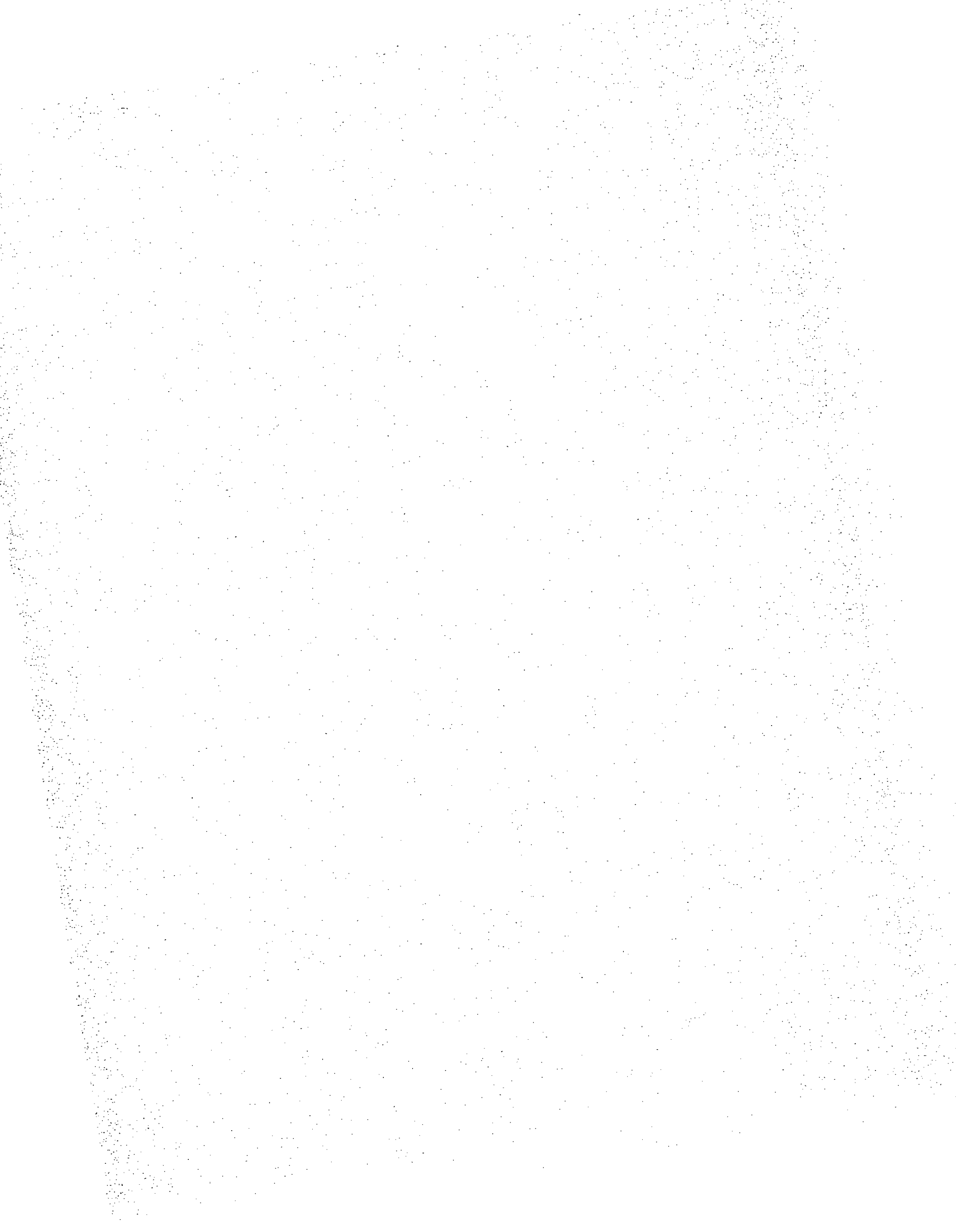
Section 2. Each share of Common Stock shall entitle the record holder thereof to one vote.

Section 3. Shareholders shall have no pre-emptive right to acquire any unissued shares of capital stock of the Corporation.

Section 4. No capital stock of the Corporation, whether now or hereafter authorized or outstanding, shall be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render, in the Commonwealth of Virginia, the same professional services as those for which the Corporation is organized.

ARTICLE IV.

Every individual, and his heirs, executors and administrators, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of any kind, whether civil, criminal, administrative, arbitrative or investigative, and whether or not by or in the right of the Corporation, by reason of his being or having been a director or officer of the Corporation or, at its request, of any other corporation, or by reason of his serving or having served at the request of the Corporation and on its behalf in connection with a partnership, joint venture, committee, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines, penalties, awards, costs, amounts paid in settlement, and liabilities of all kinds, actually incurred by him in connection with or resulting from such action, suit or proceeding shall be indemnified by the corporation to the fullest extent permitted under the Virginia Stock Corporation Act, without limitation upon any other right to indemnification to which such individual may otherwise be entitled, and the Corporation may, but shall not be required to, purchase on behalf of such individual insurance against liability asserted against or incurred by in his capacity as a director or officer of the Corporation, or arising from his status as such, whether or not



the Corporation would have power to indemnify him against the same liability under the provisions of the Virginia Stock Corporation Act.

ARTICLE V.

Section 1. Each director of the Corporation shall be an individual duly licensed to engage in the practice of medicine in the Commonwealth of Virginia.

Section 2. Set forth below is the name and address of the individual who is to serve as the initial director of the Corporation:

<u>Name</u>	<u>Address</u>
William G. Fitzhugh	3816 West Old Gun Road Midlothian, Virginia 23113

ARTICLE VI.

The post office address of the initial registered office and the business office of the original registered agent is 909 East Main Street, Suite 1200, Richmond, Virginia 23219-3095 in the City of Richmond, and the initial registered agent at that address is Waller R. Staples, III, an individual who resides in the Commonwealth of Virginia and is a member of the Virginia State Bar.

The undersigned is an individual duly licensed to engage in the practice of medicine in the Commonwealth of Virginia.

Dated: 8-25-05



William G. Fitzhugh, M.D.

