

P00000023519

PAULA A. WILLIS, P.A.  
Attorney At Law

Post Office Box 5820  
Ocala, Florida 34478

Telephone (352) 861-9301  
Facsimile (352) 237-6119

February 24, 2000

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

400003150824--1  
-02/29/00-01009--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**Furnished Via Certified Mail/Return Receipt**

Re: D. Russell Locke, M.D., P.A.

Dear Sir:

Enclosed herewith for filing please find an original and one copy of the Articles of Incorporation, regarding the above referenced corporation. Also enclosed is my check in the amount of \$87.50, representing \$35.00 filing fee, \$35.00 registered agent fee, \$8.75 for a certified copy of the Articles of Incorporation, and \$8.75 for a Certificate of Status.

Please file the enclosed Articles and forward the certified copy and certificate of status to my attention, at Post Office Box 5820, Ocala, Florida 34478.

Sincerely,

Paula A. Willis  
Attorney at Law

PAW/ms  
Enclosure: 2

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 29 AM 7:37

g 3/8/00

**ARTICLES OF INCORPORATION**

**OF**

**D. RUSSELL LOCKE, M.D., P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 FEB 29 AM 7: 37

The undersigned, who is duly licensed to practice medicine in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE ONE  
NAME**

1.1 The name of the corporation shall be: D. Russell Locke, M.D., P.A.

**ARTICLE TWO  
REGISTERED OFFICE AND AGENT**

2.1 The location and mailing address of the Corporation's initial registered office in Florida is:

3201 S. W. 34<sup>th</sup> Street  
Ocala, Florida 34474-7440

2.2 The initial registered agent at the registered office is:

Paula A. Willis, Esquire.

2.3 The corporation's principal office and mailing address is:

3201 S. W. 34<sup>th</sup> Street  
Ocala, Florida 34474-7440

**ARTICLE THREE  
PURPOSE**

3.1 The purpose for which the Corporation is organized shall be to engage in the practice of medicine within the State of Florida, and to take all action and/or engage in any activity or business in connection with such practice that is permitted under the laws of the United States, of this State, and of any other lawful jurisdiction.

**ARTICLE FOUR  
DURATION**

4.1 The term of existence of the Corporation is perpetual.

**ARTICLE FIVE  
PROFESSIONAL SERVICES**

5.1 The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine 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 medical practice.

**ARTICLE SIX  
INCORPORATOR**

6.1 The name and post office address of the incorporator is:

Name	Address
D. Russell Locke	3201 S. W. 34 <sup>th</sup> Street Ocala, Florida 34474-7440

**ARTICLE SEVEN  
DIRECTORS**

7.1 The business of the Corporation shall be managed initially by a board of one (1) director. The number of directors may be increased from time to time by by-laws by the stockholders, but shall never be fewer than one (1). The name and address of the first Board of Directors is:

Name	Address
D. Russell Locke President/Vice President Treasurer/Secretary	3201 S.W. 34 <sup>th</sup> Street Ocala, Florida 34474-7440

7.2 In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among

as many candidates as he sees fit; provided however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such meeting. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the Corporation.

#### **ARTICLE EIGHT CAPITAL STOCK**

8.1 The aggregate number of shares of stock that the Corporation is authorized to have outstanding is 1,000, all of which shall be common shares, with par value of \$1.00 per share.

#### **ARTICLE NINE AMENDMENT OF ARTICLES**

9.1 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

**ARTICLE TEN  
BYLAWS**

10.1 Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and certify the truth of the facts as stated herein, on the 24 day of February, 2000.

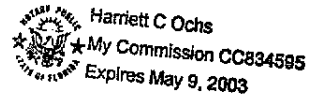
D. Russell Locke, M.D.  
D. RUSSELL LOCKE, M.D.

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of February, 2000, by D. RUSSELL LOCKE, who is personally known to me, and who did take an oath.

Print: HARRIETT C. OCHS

Signature: Harriett C. Ochs  
Notary Public, State of Florida  
At Large



Commission Expires: May 9, 2003

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AN AGENT UPON WHOM PROCESS  
MAY BE SERVED, AND ACCEPTANCE BY REGISTERED AGENT.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That D. RUSSELL LOCKE, M.D., P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of Ocala, County of Marion and State of Florida has named Paula A. Willis, Esquire as its agent to accept service of process within this State.

**ACCEPTANCE OF REGISTERED AGENT**

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
PAULA A. WILLIS, ESQUIRE  
REGISTERED AGENT

2/24/2000  
\_\_\_\_\_  
DATE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 29 AM 7:37