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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002 APR 11 PM 2:00

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FLORIDA PROFIT CORPORATION OR P.A.

FRUIT COVE FAMILY MEDICINE, P.A.

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FRUIT COVE FAMILY MEDICINE, P.A.

The undersigned incorporator, for the purpose of forming a professional association under the Professional Services Corporation Act, hereby adopts the following Articles of Incorporation.

Article I
Name and Duration

The name of this professional association is FRUIT COVE FAMILY MEDICINE, P.A. The duration of the professional association is perpetual. The effective date upon which this professional association shall come into existence shall be the date these Articles are filed by the Secretary of State.

Article II
Principal Office

The address of the principal office and mailing address of the professional association in the State of Florida is 1400 Bishop Estates Road, Jacksonville, FL 32259.

Article III
Corporate Purposes, Powers and Rights

The general purpose for which this professional association is organized shall be:

1. To render professional medical services to the general public, and to do all things in connection therewith that are customarily done by physicians under the laws of the State of Florida.
2. In furtherance of its corporate purposes, the professional association shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation Act.

Article IV
Capital Stock

The maximum number of shares of stock which this professional association is authorized to have outstanding at any one time is ten thousand (10,000) shares having \$.01 par value.

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Article V
Shareholder Restrictions

No one other than an individual who is duly licensed or legally authorized to render medical services in the State of Florida may own stock of this professional association. No shareholder of this professional association shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any stockholder who becomes legally disqualified to render medical services shall sever all employment with and financial interest in the professional association. No shareholder shall transfer any shares of stock of the professional association, except to another individual who is eligible to be a shareholder of the professional association.

Article VI
Registered Office and Agent

The street address of the registered office of this professional association is 1400 Bishop Estates Road, Jacksonville, FL 32259 and the name of the registered agent of this professional association at that address is Donald S. Levine, M.D.

Article VII
Directors

1. This professional association shall have two (2) directors initially. The number of directors may be increased or diminished from time to time in accordance with the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.
2. The name and street address of the initial members of the board of directors of this professional association, who are licensed to practice medicine in the State of Florida, is:

<u>Name</u>	<u>Address</u>
Donald S. Levine, M.D. S,	1400 Bishop Estates Road Jacksonville, FL 32259
Nicole M. Miller, M.D.	1400 Bishop Estates Road Jacksonville, FL 32259

3. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

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Article VIII
Bylaws

The power to adopt, amend or repeal bylaws for the management of this professional association shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to the amendment or repeal by the Board of Directors.

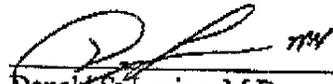
Article IX
Incorporator

The name and street address of the incorporator of this professional association is Donald S. Levine, M.D., at 1400 Bishop Estates Road, Jacksonville, FL 32259.

Article X
Amendment

This professional association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 9th day of April, 2002.



Donald S. Levine, M.D.
J

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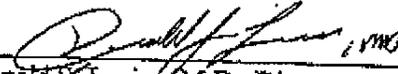
CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

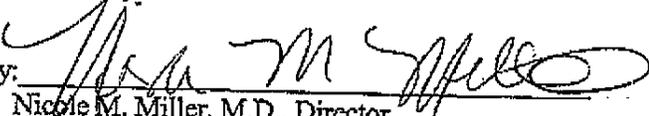
In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

FRUIT COVE FAMILY MEDICINE, P.A., desiring to organize or qualify under the laws of the State of Florida hereby designates Donald S. Levine, M.D. as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 1400 Bishop Estates Road, Jacksonville, FL 32259.

Dated: 4/9/02

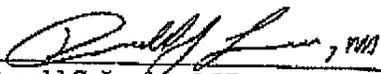
FRUIT COVE FAMILY MEDICINE, P.A.

By: 
Donald S. Levine, M.D., Director

By: 
Nicole M. Miller, M.D., Director

Having been named to accept service of process for the above stated professional association, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 4/9/02


Donald S. Levine, M.D.

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TALLAHASSEE, FLORIDA

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