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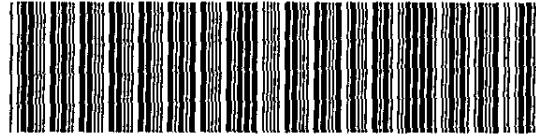
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*Alisa W. James, P.A.*

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Panama City, FL 32401

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February 11, 2005

**SECRETARY OF STATE,**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Pamela A. Overmyer, P.A.**

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with a check for **\$87.50**, which includes the \$70.00 filing fee, \$8.75 certification fee, and the \$8.75 fee for the certificate of status. Please file the original Articles, certify the copy, and return the certified copy to our office in the enclosed self-addressed stamped envelope.

If you have any questions or need additional information, please call me.

Sincerely,



Amy Jacquay, Legal Assistant to:  
Alisa W. James, Esq.

/aj

Enclosures: As stated

ARTICLES OF INCORPORATION  
OF  
PAMELA A. OVERMYER, P.A.

FILED  
2005 FEB 14 A 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice radiology under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional service corporation is **Pamela A. Overmyer, P.A.**

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is **648 S. Berthe Ave., Panama City, FL 32404.**

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of internal medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$0.01 per share. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice internal medicine in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is **648 S. Berthe Ave., Panama City, FL 32404.** The name of the initial registered agent at that address is **Pamela A. Overmyer.**

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is: **Pamela A. Overmyer, 648 S. Berthe Ave., Panama City, FL 32404.**

**ARTICLE VIII. SUBSCRIBERS**

The names and addresses of the person signing these articles of incorporation as subscriber are:  
**Pamela A. Overmyer, 648 S. Berthe Ave., Panama City, FL 32404.**

**ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice internal medicine in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

**ARTICLE X. AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber executed these articles of incorporation on this 10 day of February, 2005.

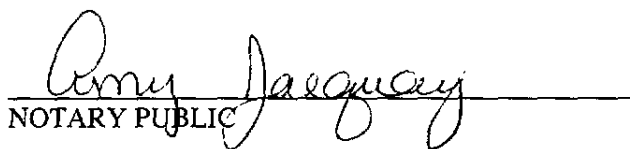
  
PAMELA A. OVERMYER

STATE OF FLORIDA  
COUNTY OF BAY

SWORN TO AND SUBSCRIBED before me this 10 day of February, 2005, by PAMELA A. OVERMYER, who is personally known to me or who has provided \_\_\_\_\_ as identification.



Amy T. Jacquay  
MY COMMISSION # DD124932 EXPIRES  
July 19, 2006  
VIA THE TROY FAIN INSURANCE, INC

  
NOTARY PUBLIC

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PAMELA A. OVERMYER, P.A.
2. The name and address of the registered agent and office is:

PAMELA A. OVERMYER, P.A.  
648 S. Berthe Ave.  
Panama City, FL 32404

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



PAMELA A. OVERMYER, Registered Agent

2005 FEB 14 A 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**