

P98000021446

MCDONALD, FLEMING, MOORHEAD & FERGUSON

ATTORNEYS AT LAW

MICHAEL L. FERGUSON
ATTORNEY
BRIGADIER GENERAL
U.S. ARMY (RETIRED)

4300 BAYOU BOULEVARD, SUITES 12 & 13
PENSACOLA, FLORIDA 32503

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

TELEPHONE (904) 477-0660
TELECOPIER (904) 477-4510

ALSO ADMITTED IN DISTRICT OF COLUMBIA

March 4, 1998

BY FEDERAL EXPRESS

State of Florida
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

000002447970--1
-03/05/98-01036--015
****122.50 ****122.50

Re: Emerald Healthcare Group, P. A.

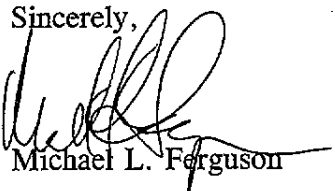
EFFECTIVE DATE
3-4-98

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Please file these Articles and return a stamped copy to me for my file. Our firm check for \$122.50 is enclosed for your filing fee.

If you have any questions, please feel free to call me.

Sincerely,

Michael L. Ferguson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -5 PM 12: 16

MLF/sew
Enclosures

ARTICLES OF INCORPORATION

OF

EMERALD HEALTHCARE GROUP, P.A.

EFFECTIVE DATE
3-4-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 PM 12:16

The undersigned incorporator to these Articles of Incorporation, who is duly licensed to practice medicine in the State of Florida, hereby forms a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, intending thereby to comply with the Rules and Regulations of The Florida State Board of Medicine and does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be Emerald Healthcare Group, P.A. The principal office/ mailing address of the corporation is 490 James River Road, Gulf Breeze, Florida 32561.

ARTICLE II - DURATION

This corporation shall have a perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - GENERAL NATURE

The general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

A. To engage in every aspect in the practice of emergency medicine, and all its fields of specializations, as are engaged in by medical doctors.

B. To engage and render professional services involved only through its officers, employees, and agents who shall be medical doctors in good standing and duly licensed or

otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth, or any amendment thereof, and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of \$1.00 par value common stock.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor, or services.

C. Shares of the corporation's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services at this corporation.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida is 4300 Bayou Boulevard, Suites 12 & 13, Pensacola, Florida 32503. The name of the initial registered agent for the corporation at that address is Michael L. Ferguson, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is four (4). The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
John L. Meade, M.D. Cynthia B. Meade	490 James River Road Gulf Breeze, Florida 32561
Gary D. Wright, M.D. Melissa Wright	490 James River Road Gulf Breeze, Florida 32561

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation, who is a medical doctor duly licensed to practice medicine in the State of Florida, are:

<u>NAME</u>	<u>ADDRESS</u>
John L. Meade, M.D.	490 James River Road Gulf Breeze, Florida 32561

ARTICLE VIII - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to practice medicine in the State of Florida. No shareholder of this corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares. Proxies may be given only to other shareholders.

ARTICLE IX - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent, or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

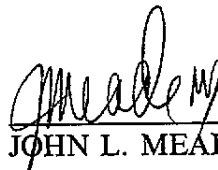
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 4th day of March, 1998.



JOHN L. MEADE, M.D.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared JOHN L. MEADE, M.D., known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who is personally known to me or who produced Florida driver's license as identification, and who acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of March, 1998.



SHERRY EILEEN WARE
My Commission CC550358
Expires Apr. 24, 2000

Sherry Eileen Ware
NOTARY PUBLIC
My Commission Expires:
Sherry Eileen Ware
Printed name of notary

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of Emerald Healthcare Group, P.A., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in the Florida Statutes relative to the acceptance of such position.

Michael L. Ferguson
MICHAEL L. FERGUSON

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 PM 12:17