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**UPCHURCH, BAILEY AND UPCHURCH, P.A.**

ATTORNEYS AT LAW  
780 NORTH PONCE DE LEON BOULEVARD  
SAINT AUGUSTINE

JOHN D. BAILEY, JR.  
FRANK D. UPCHURCH, III  
TRACY W. UPCHURCH  
KATHERINE GAERTNER JONES  
MICHAEL A. BIRAGUDA

PLEASE REPLY TO  
POST OFFICE DRAWER 0007  
SAINT AUGUSTINE, FLORIDA 32080-0007  
TELEPHONE (904) 828-0000  
TELEFAX (904) 828-4888

HAMILTON D. UPCHURCH  
FRANK D. UPCHURCH, JR.  
OF COUNSEL  
FRANK D. UPCHURCH  
(904-1900)

January 31, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

600001705186  
-02/02/96--01058--012  
\*\*\*122.50 \*\*\*122.50

Re: Flagler Family Medicine, P.A.  
Our File No. 6-96-042

Dear Sir or Madam:

I enclose herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Would you please file and furnish me with a certified copy.

You will note that Article IX of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

Likewise, enclosed is my check payable to the Secretary of State in the amount of \$122.50 which I estimate to be sufficient to cover the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Sincerely,

*John D. Bailey, Jr.*  
John D. Bailey, Jr.

JDBjr/gb  
Enclosures

96 FEB -2 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

GB 2/7/96

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96 FEB -2 AM 11:40

CLERK OF COUNTY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
FLAGLER FAMILY MEDICINE, P.A.

The undersigned natural person, for the purpose of forming a professional corporation under the Florida General Corporation Act and Professional Service Corporation and Limited Liability Company Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the professional corporation is Flagler Family Medicine, P.A.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this professional corporation is the rendering of medical and related services to the public.

ARTICLE III

Shares of Stock

The maximum number of shares of stock that this professional corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock at par value of \$5.00 per share.

ARTICLE IV

Initial Capital

The amount of capital with which this professional corporation will begin business is not less than \$500.00.

ARTICLE V

Term of Existence

This professional corporation is to exist perpetually.

ARTICLE VI

Directors

This professional corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than two (2) nor more than five (5).

ARTICLE VII

Initial Directors and Officers

The name and address of each member of the first Board of Directors and the officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Warren Whitlock, M.D.	325 Anderson Gibbs Building 301 Healthpark Boulevard St. Augustine, Florida 32086	President/ Director
Lothar Krueger, M.D.	1690 U.S. Highway 1 South St. Augustine, Florida 32086	Vice- President/ Director
Linda Clonch, M.D.	1955 U.S. Highway 1 South St. Augustine, Florida 32086	Secretary/ Treasurer/ Director
Andrew J. Gunn, M.D.	1955 U.S. Highway 1 South St. Augustine, Florida 32086	Director
Ray R. Schale, M.D.	1955 U.S. Highway 1 South St. Augustine, Florida 32086	Director

ARTICLE VIII

Subscribers

The name and address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Warren Whitlock, M.D.	325 Anderson Gibbs Building 301 Healthpark Boulevard St. Augustine, Florida 32086

ARTICLE IX


Principal Office,  
Initial Registered Office and Registered Agent

The street address and mailing address of the principal office of the professional corporation and the initial registered office of the professional corporation is 325 Anderson Gibbs Building, 301 Healthpark Boulevard, St. Augustine, Florida 32086, and the name of the registered agent for the service of process at that address is Warren Whitlock, M.D.

ARTICLE X

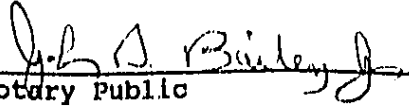
Amendment

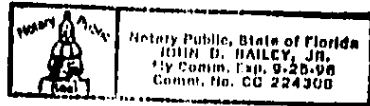
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

  
Warren Whitlock, M.D.

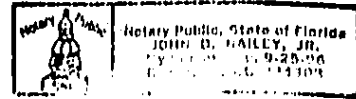
STATE OF FLORIDA  
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 1 day  
of FEBRUARY, 1996, by Warren Whitlock, M.D., who () is  
personally known to me or () has produced Florida driver's license  
no. \_\_\_\_\_ as identification.  
aforesaid.

  
Notary Public



(Name of notary, typed/  
printed)  
My commission expires: \_\_\_\_\_  
My commission number: \_\_\_\_\_  
01\gloria\corp\flagler.fax



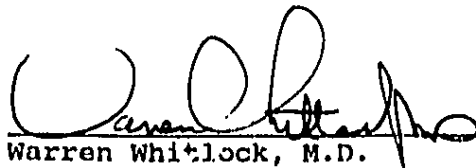
FILED

96 FEB -2 AM 11:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities  
as Registered Agent for the foregoing corporation.

  
Warren Whitlock, M.D.