

P000000 79104

JEFFREY P. WHITTON

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TELEPHONE (850) 769-7040

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July 17, 2000

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****122.50 ****78.75

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Emerald Family Medicine, P.A.

Enclosed please find the original and a copy of the Articles of Incorporation for Emerald Family Medicine, P.A.. Please return a file stamped copy to me in the enclosed envelope.

Yours truly,

Jeffrey P. Whitton

JPW/ch

Enclosure: Check No. 21945

FILED
00 AUG 21 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN AUG 22 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 21, 2000

JEFFREY P. WHITTON, ESQ.
P.O. BOX 1956
PANAMA CITY, FL 32401

SUBJECT: EMERALD FAMILY MEDICINE, P.A.
Ref. Number: W00000018281

We have received your document for EMERALD FAMILY MEDICINE, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 700A00040066

JEFFREY P. WHITTON

ATTORNEY AT LAW

TELEPHONE (850) 769-7040

565 HARRISON AVENUE

TELEFAX (850) 769-3014

P. O. Box 1956

PANAMA CITY, FLORIDA 32401

August 18, 2000

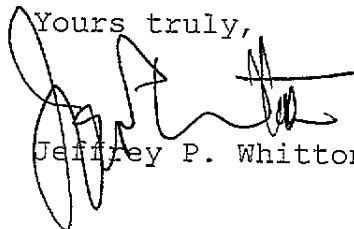
Ms. Teresa Brown
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Emerald Family Medicine, P.A.

Dear Ms. Brown:

I am returning herewith the original and a copy of the Articles of Incorporation for Emerald Family Medicine, P.A. along with a copy of your letter of July 21. If you need anything further, please feel free to contact my office.

Yours truly,



Jeffrey P. Whitton

JPW/ch

Enclosures

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

FILED
00 AUG 21 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a professional corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Emerald Family Medicine, P.A. The principal place of business and mailing address of the corporation is 17320 Panama City Beach Parkway, Suite III, Panama City Beach, FL 32413.

ARTICLE II

This corporation is organized for the purpose of providing health care through licensed physicians and any or all lawful related business pursuant to S621.08 Fla. Stat.

ARTICLE III

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV

This corporation is authorized to issue One Thousand (1,000) shares of common stock, each share having the par value of \$1.00.

ARTICLE V

The street address of the initial registered office of this corporation is 1000 West 11th Street, Panama City, Florida, 32401, and the name of the initial registered agent of this

corporation at that address is Michael Scott.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Brian J. Phemester
17320 Panama City Beach Parkway, Suite III,
Panama City Beach, FL 32413.

ARTICLE VII

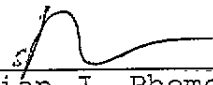
The name and address of the person signing these Articles is:

Brian J. Phemester
17320 Panama City Beach Parkway, Suite III,
Panama City Beach, FL 32413.

ARTICLE VIII

Only persons, professional corporations, or professional limited liability companies duly licensed to practice medicine in the State of Florida shall be officers, directors or shareholders of the corporation. Should any shareholder become unlicensed, the shareholder shall forthwith divest itself of its interest in the corporation in accordance with S621.09 and 621.10 Fla. Stat.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31 day of July, 2000.

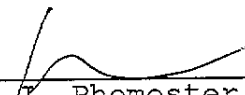


Brian J. Phemester

CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

Emerald Family Medicine, P.A., desiring to organize under the laws of the State of Florida, has designated 1000 West 11th Street, Panama City, Florida, 32401, as its initial Registered Office and has named Michael Scott, 1000 West 11th Street, Panama City, Florida, 32401, as its agent to accept service of process within this state.




Brian G. Phemester

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00 AUG 21 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept said appointment and agree to comply with the provisions of said act relative to keeping open said office.



Michael Scott