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JOHNSTON, HINESLEY, FLOWERS & CLENNEY, P.C.

ATTORNEYS AT LAW
291 NORTH OATES STREET
DOTHAN, ALABAMA 36303-4555

FILED

00 DEC 18 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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G. DAVID JOHNSTON
WILLIAM W. HINESLEY*
WILLIAM T. FLOWERS
R. EUGENE CLENNEY, JR.**

*ALSO ADMITTED IN GEORGIA AND SOUTH CAROLINA
**ALSO ADMITTED IN TEXAS

December 13, 2000

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*****78.75 *****78.75

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

Panama City, P.A.
RE: Primecare of Florida, P.A.

Dear Sir or Madam:

Enclosed please find one (1) original and two (2) copies of Articles of Incorporation for the above-referenced entity to be incorporated in the State of Florida. Also enclosed is a check in the amount of \$78.75 to cover the filing fees incurred by same. Please return the recorded documents to my offices at the above-listed address.

If you have any questions, please do not hesitate to call me toll free at (888) 876-9666. Thank you for your assistance in this matter.

Sincerely,

JOHNSTON, HINESLEY, FLOWERS & CLENNEY, P.C.

William W. Hinesley
William W. Hinesley

WWH/mcc

Enclosures

William Hinesley GAVE

AUTHORIZATION BY PHONE TO

CORRECT *Faxed w/ new 1st Pg*
w/ new corp name

DATE

12/22/00

DOC. #

**ARTICLES OF INCORPORATION
(Professional Corporation)**

OF

PRIMECARE OF PANAMA CITY, P.A.

FILED

00 DEC 18 AM 10:14

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, all of whom are duly licensed to practice medicine, in the State of Florida, desiring to form a professional corporation in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, adopt the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the professional corporation shall be "PRIMECARE OF PANAMA CITY,
P.A."

**ARTICLE II
PURPOSES**

The purpose for which the corporation is organized is to practice the profession of medicine.

**ARTICLE III
ELECTION UNDER PROFESSIONAL CORPORATION ACT**

The corporation elects to be governed by the provisions of the Florida Professional Service Corporation and Limited Liability Company Act.

**ARTICLE IV
DURATION**

The duration of the corporation shall be perpetual unless the corporation is dissolved by law or otherwise terminated.

**ARTICLE V
CAPITAL STOCK**

The corporation shall be authorized to issue 1,000 common shares having a par value of One Dollar (\$1.00) each.

**ARTICLE VI
STATED CAPITAL**

The amount of capital with which the corporation will begin business is \$1,000.00.

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office in this State is 188 Golf Drive, Panama City Beach, Florida 32408. The initial registered agent at the registered office is M. Terry Ullmann, M.D., 188 Golf Drive, Panama City Beach, Florida 32408.

**ARTICLE VIII
PRINCIPAL OFFICE
MAILING ADDRESS**

The mailing address of the initial principal office of the corporation is Post Office Box 27577, Panama City, Florida 32411.

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
M. Terry Ullmann	188 Golf Drive Panama City Beach, Florida 32408

**ARTICLE X
DIRECTORS**

The initial board of directors shall consist of one (1) director, and such number thereafter as may be fixed by the bylaws. The name and address of the person(s) who are to serve as director until the first annual meeting of the shareholders, or until their successor are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
M. Terry Ullmann	188 Golf Drive Panama City Beach, Florida 32408

IN WITNESS WHEREOF, the undersigned incorporator(s), have executed these Articles of Incorporation on December 13, 2000.


M. Terry Ullmann, M.D., Incorporator

STATE OF ALABAMA |
 |
HOUSTON COUNTY |

On December 13, 2000, before me, Crystal F. Clements, the undersigned officer, personally appeared **M. TERRY ULLMANN, M.D.**, known to me to be the person whose name is subscribed to this document, and acknowledged that he executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.


Notary Public

My commission expires: 12/14/03

Prepared By:

William W. Hinesley, Esq.
JOHNSTON, HINESLEY, FLOWERS & CLENNEY, P.C.
Attorneys At Law
Post Office Box 2246
Dothan, Alabama 36302

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

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00 DEC 18 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is **PRIMECARE OF PANAMA CITY, P.A.**
2. The address of the registered office is 188 Golf Drive, Panama City Beach, Florida 32408.
3. The name of the registered agent at the registered office is **M. TERRY ULLMANN, M.D.**

Dated: December 13, 2000

PRIMECARE OF PANAMA CITY, P.A.

By: 

**M. Terry Ullmann,
Its President**

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: December 13, 2000


M. Terry Ullmann, M.D.