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KATHLEEN REYNOLDS

Kathleen Reynolds, Esq.

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January 17, 2001

Southeast Security, Inc.
3841-A Killearn Court
Tallahassee, FL 32308

VIA UPS OVERNIGHT MAIL

APPROVED
AND
FILED
01 JAN 18 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTENTION: Dan Bowden

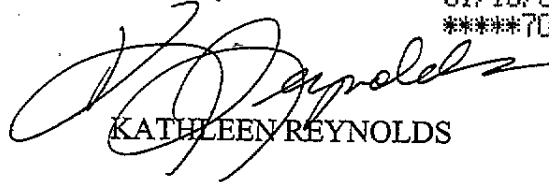
Re: Articles of Incorporation for Northwest Florida Medical Associates, P.A.

Dear Mr. Bowden:

Enclosed please find the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for Northwest Florida Medical Associates, P.A., together with a check made payable to the Secretary of State in the amount of \$70.00 representing the filing fee. Please walk this application through the Secretary of State's office, then fax the letter evidencing filing to me at (850) 837-3502. Additionally, please mail your bill for services rendered along with the hard copy of the letter evidencing filing.

Thank you for your assistance in this regard. Should you have any questions, please do not hesitate to contact me.

Sincerely,


KATHLEEN REYNOLDS

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KR/mjp
Enclosures: a/s

ARTICLES OF INCORPORATION
OF
NORTHWEST FLORIDA MEDICAL ASSOCIATES, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Northwest Florida Medical Associates, P.A.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

2575 Cayenne Lane
Shalimar, FL 32579

The mailing address of this corporation shall be:

2575 Cayenne Lane
Shalimar, FL 32579

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

Kathleen Reynolds, Esquire
305 Main Street
Destin, FL 32541

ARTICLE VI - INCORPORATORS

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

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE IX - PURPOSE

General medical practice.

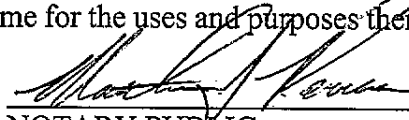
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 17th day of January, 2001.



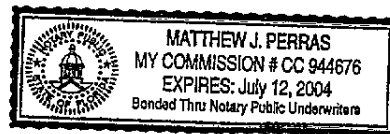
C. A. KAIN, INCORPORATOR

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 17th day of January, 2001 by C.A. Kain, who is personally known to me or who has produced _____ as identification and acknowledged and declared that she executed the same for the uses and purposes therein set forth.



NOTARY PUBLIC
My Commission Expires: 7/12/2004



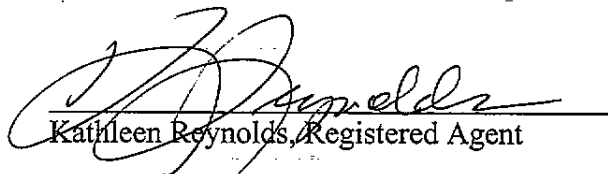
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Northwest Florida Medical Associates, P.A.
2. The name and address of the registered agent is Kathleen Reynolds, Esquire, 305 Main Street, Destin, Florida 32541. The address of the principal office is 2575 Cayenne Lane, Shalimar, Florida 32579.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 17th day of January, 2001.


Kathleen Reynolds, Registered Agent

01 JAN 18 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED