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Florida Department of State
Division of Corporations
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Division of Corporations
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Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
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FLORIDA PROFIT CORPORATION OR P.A.

WOMEN'S HEALTH PHYSICIANS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
WOMEN'S HEALTH PHYSICIANS, INC.**

The undersigned, for the purpose of forming a professional corporation under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is Women's Health Physicians, Inc.

**ARTICLE II
DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if these Articles are not filed by the Department of State for the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
PURPOSE AND NATURE OF BUSINESS**

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering to the public through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine, the same professional services that a physician duly licensed under the laws of the State of Florida is authorized to render; provided, however, nothing in these Articles of Incorporation shall be interpreted to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real and personal property necessary for the rendering of such professional service.

**ARTICLE IV
CAPITAL STOCK**

- (a) Authorized Capital. The authorized capital stock of this corporation shall consist

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of one thousand (1,000) shares of common stock having a par value of \$.01 per share.

(b) Limitation on Issuance. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT
PRINCIPAL ADDRESS**

The street address of the initial registered office of this corporation is:

225 Water Street
Jacksonville, Florida 32202

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

Stoneburner Berry & Simmons, P.A.
225 Water Street, Suite 2050
Jacksonville, Florida 32202

The principal office and mailing address for the corporation is:

1301 Riverplace Boulevard, Suite 2400
Jacksonville, Florida 32207

**ARTICLE VI
DIRECTORS**

(a) Number. This corporation shall have one (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(c) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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**ARTICLE VII
RESTRAINT ON ALIENATION OF SHARES**

No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares except to another individual who is eligible to be a shareholder of this corporation.

**ARTICLE VIII
BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX
INCORPORATOR**

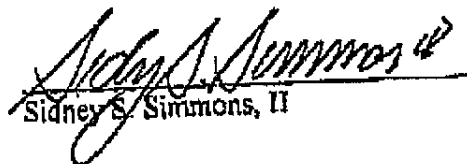
The name and street address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Sidney S. Simmons, II	225 Water Street, Suite 2050 Jacksonville, Florida 32202

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 31 day of January, 2001.


Sidney S. Simmons, II

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DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That **WOMEN'S HEALTH PHYSICIANS, INC.**, desiring to organize under the laws of the State of Florida, with its principal place of business in Jacksonville, Florida, has named Stoneburner Berry & Simmons, P.A., located at 225 Water Street, Suite 2050, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.

WOMEN'S HEALTH PHYSICIANS, INC.

By: *Sidney S. Simmons, II*
Sidney S. Simmons, II
Incorporator

Dated: January 31, 2001

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. In addition, the undersigned hereby acknowledges that it is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

STONEBURNER BERRY & SIMMONS, P.A.

By: *Sidney S. Simmons, II*
Its Chairman

Dated: January 31, 2001

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