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**CHASE, QUINNELL, McIVER, JACKSON & MARKS, P.A.**

**ATTORNEYS AND COUNSELORS AT LAW**  
101 East Government Street  
Pensacola, FL 32501

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**Branch Office**  
Perdido Key, FL  
850-492-4770

**James L. Chase**

July 20, 2001

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

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-07/25/01--01070--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: B. L. Stalnaker, M.D., P.A.

Dear Sir:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation for the above-captioned corporation to be filed with your office. Also enclosed is our check in the amount of \$70.00 which includes a \$35.00 filing fee and the \$35.00 fee for the designation of registered agent.

After filing the Articles of Incorporation, please return a letter of acknowledgment and the copy of the Articles of Incorporation with the filing date stamped thereon.

If you have any questions, please do not hesitate to contact me.

Sincerely,

  
JAMES L. CHASE

JLC/tbc

Enclosure

cc: B. L. Stalnaker, M.D. (w/encl.)

FILED  
01 JUL 25 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-31-01  
12-13-01  
WC

**ARTICLES OF INCORPORATION**

**OF**

**B. L. STALNAKER, M.D., P.A.**

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01 JUL 25 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, B. L. STALNAKER, M.D., who is competent and licensed to practice medicine in the State of Florida, acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this Corporation shall be B. L. STALNAKER, M.D., P.A.  
P. O. BOX 10478, PENSACOLA, FL. 32504

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

(A) To engage in every aspect in the practice of medicine and all its fields of specializations, as are engaged in by licensed physicians.

(B) To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

(C) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

(D) To engage in no other business other than the rendition of the professional services specified herein.

(E) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the Laws of the State of Florida.

### **ARTICLE III**

#### **AUTHORIZED SHARES**

(A) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock having no par value.

(B) The Consideration to be paid for each share shall be payable in lawful money or property, labor or services.

(C) Shares of the Corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized with the State of Florida to render the same professional services as this corporation.

### **ARTICLE IV**

#### **TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

### **ARTICLE V**

#### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

101 East Government Street  
Pensacola, Florida 32501

The name of the initial registered agent of this Corporation at that address shall  
be:

James L. Chase

#### **ARTICLE VI**

#### **BOARD OF DIRECTORS**

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased from time to time by resolution of the majority of the Stockholders but shall never be less than one.

#### **ARTICLE VII**

#### **INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

B. L. Stalnaker, M.D.  
5149 North Ninth Avenue  
Suite 127  
Pensacola, FL 32504

#### **ARTICLE VIII**

#### **INFORMAL ACTION OF SHAREHOLDERS**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as

part of the Corporation records.

**ARTICLE IX**

**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share directly or indirectly, in any earnings or profits realized by the corporation on account of professional services.

**ARTICLE X**

**INFORMAL ACTION OF DIRECTORS**

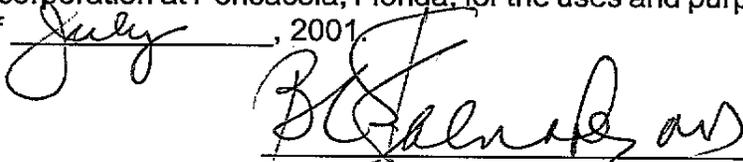
If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XI**

**BY-LAWS AMENDMENT**

The power to adopt, alter, amend or repeal the by-laws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid, this 20 day of July, 2001.

  
B. L. STALNAKER, M.D., Incorporator

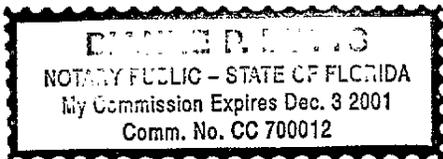
STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was sworn to and subscribed before me on this 20th  
day of JULY, 2001, by B. L. STALNAKER, M.D., who personally appeared  
before me.

Dianne P. Butts  
NOTARY PUBLIC

DIANNE P. BUTTS  
(typed or printed name)



My Commission Expires: 12-03-01

My Commission No.: CC700012

Personally known; or  Produced identification

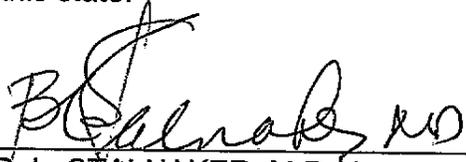
Type of identification produced: \_\_\_\_\_

DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT  
OF

FILED  
01 JUL 25 PM 4: 11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**B. L. STALNAKER, M.D., P.A.**

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, B. L. STALNAKER, M.D., P.A., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 101 East Government Street, Pensacola, Florida 32501, has named James L. Chase located thereat as its registered agent to accept service of process within this state.

BY:   
B. L. STALNAKER, M.D., Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY:   
JAMES L. CHASE, Resident Agent