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LAW OFFICE
H. CRANSTON POPE, J.D., LL.M. (TAX)

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November 14, 2001

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

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

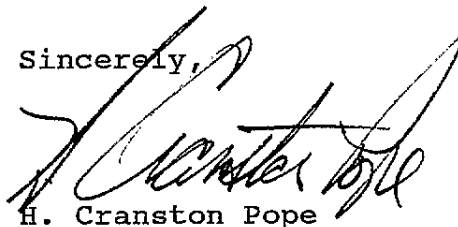
Re: COASTALMED OF PANAMA CITY, Inc.

Dear Sir or Madame,

Enclosed please find the original and one copy of Articles of Incorporation and original Acceptance of Registered Agent for the referenced corporation. If these documents meet with your approval, we would appreciate your filing the originals and returning a certified copy of the Articles to us. A check in the amount of \$78.75 is enclosed.

Should you have any questions or require further information, please let us know.

Sincerely,


H. Cranston Pope

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Enclosures

F. G. HESSEN NOV 26 2001

ARTICLES OF INCORPORATION
OF
COASTALMED OF PANAMA CITY, INC.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
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The undersigned subscribers to these Articles of Incorporation hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is COASTALMED OF PANAMA CITY, INC.

Article II - Principal Office and Mailing Address

The address of the principal office of the corporation is 700 East Business Highway 98, Panama City, Florida, 32401, and the mailing address is Post Office Box 1366, Panama City, FL 32402.

Article III - Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Duration

This corporation shall have perpetual existence and shall commence on filing with and acceptance by the Secretary of State.

Article V - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Ten Thousand (10,000) shares of voting common stock, with each share having a par value of \$1.00. All stock issued shall be fully paid and non-assessable. Unissued unsubscribed stock may be issued by the corporation from time to time for such consideration in cash, property, or services, as shall be determined and fixed by the Board of Directors at a meeting duly convened and held.

Article VI - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 700 East Business Highway 98, Panama City, Florida, 32401 and the name of the initial registered agent of this corporation at that address is RANDALL A. McELHENEY.

Article VII - Board of Directors

This corporation shall have at least one (1) 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 directors of this corporation are:

RANDALL A. McELHENEY, 700 East Business Highway 98, Panama City, Florida 32401

LORIE E. McELHENEY, 808 Skyland Ave., Panama City, Florida 32401

Article VIII - Preemptive Rights

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

Article IX - Incorporators

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


RANDALL A. McELHENEY, 700 East Business Highway 98, Panama City, Florida 32401

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 14th day of November, 2001.


_____(Seal)
RANDALL A. McELHENEY

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this
14th day of November, 2001 by RANDALL A. McELHENY, who is
personally known to me and who did not take an oath.

A handwritten signature in cursive script, reading "I. Lynn Burgener", written over a horizontal line.

I. Lynn Burgener
Notary Public

My commission expires: 03/13/05

I. Lynn Burgener
Notary Public - State of Florida
My Commission Expires March 13, 2005
Commission No. DD 31682


ACCEPTANCE OF REGISTERED AGENT

I, RANDALL A. McELHENEY, having been appointed to act as registered agent for COASTALMED OF PANAMA CITY, INC., in its registered office located at 700 E. Business Highway 98, Panama City, Florida, 32401, hereby accept such appointment and agree to serve as registered agent in the Corporation's registered office.


RANDALL A. McELHENEY

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 14th day of November 2001, by RANDALL A. McELHENEY who is personally known to me and who did not take an oath.


I. Lynn Burgener
Notary Public
My commission expires: 03/13/05
I. Lynn Burgener
Notary Public - State of Florida
My Commission Expires March 13, 2006
Commission No. DD 31682

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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