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ACCOUNT NO. : 072100000032

REFERENCE : 244532 7132640

AUTHORIZATION :

COST LIMIT : \$ 10.00

*Patricia Pizuto*

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2001 DEC -7 PM 3:16

FILED

ORDER DATE : December 7, 2001

ORDER TIME : 11:46 AM

ORDER NO. : 244532-005

CUSTOMER NO: 7132640

CUSTOMER: Ms. Carolyn M. Sookram  
Buchanan Ingersoll, P.c.

Suntrust Financial Center  
401 E. Jackson Street, #2500  
Tampa, FL 33602

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

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DOMESTIC FILING

NAME: FIRSTPHYSICIANS GROUP, P.A.

100004714461--2

EFFECTIVE DATE: DECEMBER 6, 2001

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

*[Signature]* 12/7/01

EFFECTIVE DATE

12/6/01

ARTICLES OF INCORPORATION

OF

FirstPhysicians Group, P.A.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*The undersigned incorporator, for the purposes of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation.*

ARTICLE I.

NAME

The name of this corporation is: FirstPhysicians Group, P.A. (the "Corporation").

ARTICLE II.

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

5020 Commerce Park Circle  
Pensacola, Florida 32504

ARTICLE III.

EFFECTIVE DATE

The Articles of Incorporation shall be effective as of December 6, 2001.

ARTICLE III.

PURPOSE

The Corporation is organized for the sole and specific purpose of rendering professional medical services. The Corporation shall be authorized to transact any or all lawful business as provided by Chapter 621 of the Florida Statutes, the Professional Service Corporation and Limited Liability Company Act, as it exists on the date hereof or as it may hereafter be amended or replaced.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having \$1.00 par value per share.

**ARTICLE V.**  
**REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of the Corporation shall be:

R. Andrew Rock, Esquire  
401 East Jackson Street  
Suite 2500  
Tampa, Florida 33602

**ARTICLE VI.**  
**TERM OF EXISTENCE**

The Corporation is to exist perpetually unless dissolved according to law.

**ARTICLE VII.**  
**NUMBER OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the Bylaws of the Corporation.

**ARTICLE VIII.**  
**INITIAL BOARD OF DIRECTORS**

The name and street address of the member of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his or her successor is elected is as follows:

Robert Kincaid, M.D.  
4805 W. Fairfield Dr.  
Pensacola, Florida 32506

Robert Andrews, M.D.  
1717 North E St., Suite 208  
Pensacola, Florida 32501

Munira Mian, M.D.  
8105 Scenic Highway  
Pensacola, Florida 32514

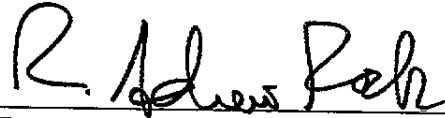
Wayne Burnett, M.D.  
8888 Navarre Parkway  
Navarre, FL 32566

**ARTICLE IX.**  
**INCORPORATOR**

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

R. Andrew Rock, Esquire  
Buchanan Ingersoll Professional Corporation  
401 E. Jackson Street  
Suite 2500  
Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of the 6th day of December, 2001.

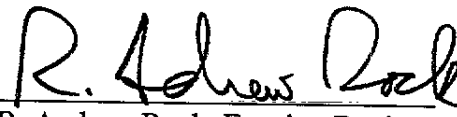


R. Andrew Rock, Esquire, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**  
**DESIGNATED IN THE ARTICLES OF INCORPORATION**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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 6, 2001.



R. Andrew Rock, Esquire, Registered Agent

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