

P02000017202

FRANK C. DECKER
ATTORNEY AT LAW
5515 PHILLIPS HIGHWAY
JACKSONVILLE, FLORIDA 32207

FILED
02 FEB 11 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILING ADDRESS:
POST OFFICE BOX 5488
JACKSONVILLE, FL 32247-5488

TEL. (904) 730-3009
FAX (904) 737-1693

E-Mail:
Frankcd1@aol.com


February 7, 2002

200004900142--1
-02/11/02--01058--021
*****78.75 *****78.75

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314


Subject: Filing of Articles of Incorporation for new corporation named:
MEDICAL CENTER WEST INC., a corporation for profit.

Enclosed is the original and one signed copy of the Articles of Incorporation for Medical Center West Inc., a corporation for profit, and a check in the amount of \$78.75 in payment of your statutory filing fee and a certified copy of the articles. Please file these articles and send me a certified copy of same.


Frank C. Decker
Attorney for Incorporators

FCD:cj

Encls: 1. Two signed copies of Articles of Incorporation
2. Check No. 005745 amt. \$78.75 of Paxon Prescription Center, Inc.
Payable to Secretary of State.

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. I
DATE 2/14/02
DOC. EXAM Karin Brown

DB 3/14

ARTICLES OF INCORPORATION
OF
MEDICAL CENTER WEST INC.

FILED
02 FEB 11 PM 2:16
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is MEDICAL CENTER WEST INC.
759 North Edgewood Avenue, Jacksonville, Florida 32254.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing on the date of the filing of these articles with the Department of State of the State of Florida.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting and engaging in any or all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of one dollar per share.

ARTICLE V

Registered Agent

The name and Florida street address of the Registered Agent of this corporation is:

Gregory S. Toole
759 North Edgewood Avenue,
Jacksonville, Florida 32254.

ARTICLE VI

Directors

This corporation shall initially have three directors. The number of directors may be increased or decreased from time to time by the bylaws but shall never be fewer than one. The names and street addresses of the members of the first board of directors of the corporation is:

Gregory S. Toole
10036 Vineyard Lake Road, East
Jacksonville, Florida 32256

Harold S. O'Steen
4611 Ortega Boulevard
Jacksonville, Florida 32210

Howard K. O'Steen
3863 Timuquana Road
Jacksonville, Florida 32210

ARTICLE VII

Officers

This corporation shall have a President, Vice President, Secretary, a Treasurer and as many Vice Presidents, Assistant Secretaries and Treasurers and other officers as may be established by appointment or provided for in the bylaws.

ARTICLE VIII

First Officers

The first officers of the corporation, who shall hold the office shown by their respective names until the first election of officers by the Board of Directors, are:

Gregory S. Toole, President
10036 Vineyard Lake Road, East
Jacksonville, Florida 32256

Harold S. O'Steen, Vice President
and Secretary
4611 Ortega Boulevard
Jacksonville, Florida 32210

Howard K. O'Steen, Vice President and Treasurer
3863 Timuquana Road
Jacksonville, Florida 32210

ARTICLE IX

Incorporators

The names and street addresses of the incorporators of this corporation are:

Gregory S. Toole, President
10036 Vineyard Lake Road, East
Jacksonville, Florida 32256

Harold S. O'Steen, Vice President
and Secretary
4611 Ortega Boulevard
Jacksonville, Florida 32210

Howard K. O'Steen, Vice President and Treasurer
3863 Timuquana Road
Jacksonville, Florida 32210

ARTICLE X

Bylaws

The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws may be adopted, amended or repealed in the manner provided by law and as provided in the bylaws by either the shareholders or the directors.

ARTICLE XI

Restrictions on Transfer of Stock

The shareholders may, by bylaw provisions or by shareholders' agreement, recorded or filed in the corporate minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they see fit.

ARTICLE XII

Director Compensation

The Board of Directors is hereby specifically authorized to make provisions 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 office and capacity and receive compensation therefor in any form.

ARTICLE XIII

Indemnification

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

ARTICLE XIV

Shares without Certificates

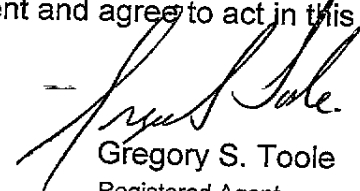
The Board of Directors may authorize the issue of some or all of the shares of any or all of its classes of stock without certificates. The Board of Directors and the corporation shall have all authority given under Section 607.0626 (1), (2), Florida Statutes, as the cited statute now stands and as it may be amended from time to time.

IN WITNESS WHEREOF, one of the Incorporators has executed these Articles of Incorporation at Jacksonville, Duval County, State of Florida, on February 7, 2002.


Gregory S. Toole, Incorporator

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this instrument, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Date: February 7, 2002.


Gregory S. Toole
Registered Agent

FILED
02 FEB 11 PM 2:16
CLERK OF STATE
JACKSONVILLE, FLORIDA