

P02000017247

**MATHEWS LAW FIRM, P.A.**

277 PINWOOD DRIVE  
TALLAHASSEE, FLORIDA 32303  
E-MAIL: MATHEWSLAWFIRM@AOL.COM  
TELEPHONE: (850) 681-9303  
FACSIMILE: (850) 681-2998

FILED  
02 FEB 14 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 14, 2002

Department of State  
Division of Corporations  
PO Box 1500  
Tallahassee, FL 32302-1500

BY HAND DELIVERY

Re: Jay Pediatrics, Inc.

Call. when ready

681-9303

Angela

Dear Sir or Madam:

Attached are the original and one copy of the Articles of Incorporation for the above referenced corporation. Also, attached is a check in the amount of \$78.75 to cover filing fees and a certified copy of the Articles. Please file the attached, and provide my office with a certified copy.

700004926787--8  
-02/14/02--01067--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Thank you and call me if you have any questions.

Sincerely,

*Matt Mathews*

Matt Mathews  
Attorney at Law

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

02 FEB 14 PM 12:50

RECEIVED

MM/ad  
Attachments

J. BRYAN FEB 14 2002

ARTICLES OF INCORPORATION

OF

JAY PEDIATRICS, P.A.

FILED  
02 FEB 14 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being duly licensed to practice medicine under the laws of the state of Florida, adopt(s) these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Jay Pediatrics, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 13060 Chumlucka Highway, Jay, Florida 32565.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 13060 Chumlucka Highway, Jay, Florida 32565. The name of the initial registered agent at that address is Marian B. Stewart.

## ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member, who is Marian B. Stewart, 13060 Chumucka Highway, Jay, Florida 32565. ~~Chumucka~~ *Chumucka* (20)

## ARTICLE VII. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator executed these articles of incorporation on the 11 day of February, 2002.

  
\_\_\_\_\_  
MARIAN B. STEWART, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Jay Pediatrics, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under Section 621.05, Florida Statutes (2000).

Registered Agent: Marian B. Stewart  
MARIAN B. STEWART

Date: 2/11/02

**FILED**  
02 FEB 14 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA