

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) Fleming Island Primary Care P.A.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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ARTICLES OF INCORPORATION

OF

FLEMING ISLAND PRIMARY CARE P.A.

Pursuant to the provisions of Chapter 621, Florida Statutes, as amended, the following are hereby adopted and filed as the Articles of Incorporation of this Florida professional association:

ARTICLE I - NAME

The name of this Corporation is:

Fleming Island Primary Care P.A.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal place of business of the Corporation is:

2816 Country Club Boulevard
Orange Park, FL 32073

The initial mailing address of the Corporation is:

2816 Country Club Boulevard
Orange Park, FL 32073

ARTICLE III - DURATION

The Corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This Corporation shall exist perpetually.

ARTICLES IV.

LICENSED SHAREHOLDERS AND OFFICERS

Pursuant to Florida Statutes §621.09(1), all Shareholders of this Corporation shall be duly licensed by the State of Florida

to perform the same professional service for which the Corporation is organized. Pursuant to Florida Statutes §621.10, any Shareholder, Officer, agent or employee of this Corporation who becomes legally disqualified to render services for the Corporation or who accepts employment that places restrictions or limitations upon his or her rendering of professional services for the Corporation, shall sever all employment with, and financial interest in, the Corporation.

ARTICLE V - PURPOSE

This Corporation is organized for the following purposes:

- (a) The practice of primary physician care, and
- (b) The transaction of any and all other lawful business for which professional service corporations may be incorporated, including but not limited to those powers pursuant to Chapter 621 of the Florida Statutes, as amended, and the doing of all lawful things related thereto.

ARTICLE VI - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollars (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the Corporate Minute Book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this Corporation is:

H. Dale Boyd
2816 Country Club Boulevard
Orange Park, FL 32073

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Any and all powers and duties conferred to or imposed upon the Board of Directors shall be by a resolution of the Shareholders and/or contained within the duly adopted Bylaws of the Corporation.

The names and addresses of the initial Directors are:

H. Dale Boyd
2816 Country Club Boulevard
Orange Park, FL 32073

Deborah L. Harter
315 Scenic Point Lane
Orange Park, FL 32003

ARTICLE IX - RESTRAINT ON TRANSFER OF SHARES

The Shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE X - INDEMNIFICATION

The Corporation may indemnify any present or former Officer, incorporator, or Director, or person exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

ARTICLE XI - AMENDMENT

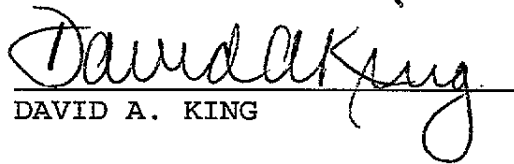
The Shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote (greater than 50%) of the voting stock of the Corporation that is present at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose at which a quorum is present. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

ARTICLE XII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 8th day of April, 2002.


DAVID A. KING

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

FILED

2002 APR 15 PM 1:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

Fleming Island Primary Care P.A.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its Registered Agent to accept service of process within this State:

H. Dale Boyd
2816 Country Club Boulevard
Orange Park, FL 32073

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.


H. Dale Boyd