

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**PO2000049429**

JAMES A DERBY M.D. PA

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 -05/06/02--01067--004  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

- Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

RECEIVED  
 02 MAY -6 AM 11:14  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA  
 2002 MAY -6 PM 1:28  
 DEPARTMENT OF STATE  
 TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: LDW 5/6  
 Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_  
 Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

*LDW* 5/6/02

**ARTICLES OF INCORPORATION  
OF  
JAMES A. DERBY, M.D., P.A.**

**FILED**  
2002 MAY -6 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, being the sole incorporator of these Article of Incorporation and who is duly licensed to practice medicine, in the State of Florida, hereby forms a professional corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 and Chapter 621 as follows:

**ARTICLE I  
NAME**

The name of this corporation is JAMES A. DERBY, M.D., P.A.

**ARTICLE II  
DURATION**

This corporation shall exist perpetually.

**ARTICLE III  
CORPORATE PURPOSE AND POWERS**

This corporation is organized for the purpose of conducting the practice of medicine. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

**ARTICLE IV**

The corporation elects to be governed by the provisions of Florida Statutes Chapter 621, the Florida Professional Service Corporation and Limited Liability Company Act.

**ARTICLE V  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the corporation.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4 Eleventh Avenue, Suite 1, Shalimar, Florida 32579 and the name of the initial registered agent at that address is LISA Y. PITELL.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is one (1). The name and address of the person who is to serve as the initial Board of Directors is:

James A. Derby, MD  
457 Ruckel Drive  
Niceville, FL 32578

**ARTICLE VIII  
INITIAL INCORPORATOR AND PRINCIPAL OFFICE ADDRESS**

The name and address of the initial incorporator of this corporation is as follows:


James A. Derby, MD  
457 Ruckel Drive  
Niceville, FL 32578

The principal office address of the corporation is 457 Ruckel Drive, Niceville, Florida 32578, and the mailing address of the corporation is 457 Ruckel Drive, Niceville, Florida 32578.

**ARTICLE IX  
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, has hereunto set his hand and seal on this the 3rd day of May, 2002, for the purpose of forming a corporation to do business both within and without the State of Florida and does make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.

  
\_\_\_\_\_  
**JAMES A. DERBY, MD**  
Incorporator

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared JAMES A. DERBY, MD, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 3rd of May, 2002.





\_\_\_\_\_  
LISA Y. PITELL  
NOTARY PUBLIC

My Commission Expires: 11/19/2004

FILED


**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

2002 MAY -6 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is JAMES A. DERBY, M.D., P.A.
2. The address of the registered office is 4 Eleventh Avenue, Suite 1, Shalimar, Florida 32579.
3. The name of the registered agent at the registered office is LISA Y. PITELL.

Dated: May 3, 2002.

  
\_\_\_\_\_  
JAMES A. DERBY, MD  
Incorporator

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative 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: May 3, 2002.

  
\_\_\_\_\_  
LISA Y. PITELL