

P02 000050246

Carolyn Inglefield, P.A.
348 Miracle Strip Pkwy Suite 37
Fort Walton Beach, FL 32548
Okaloosa County

April 10, 2002

Florida Department of State
Division of Corporations - New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

500005431205--8
-05/02/02--01059--020
*****78.75 *****78.75

Re: Carolyn Inglefield, P.A.

Dear Processing Agent,

EFFECTIVE DATE
5-1-02

Enclosed are:

- A. Articles of Incorporation in duplicate for Carolyn Inglefield, P.A.
- B. Check # 106Z for filing fees of \$78.75 (Seventy Eight and 75/100 Dollars.)

We request an effective incorporation date be May 1, 2002 or as soon thereafter as possible.

Please mail certification to:

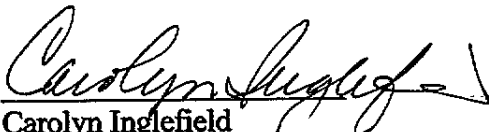
Darlene Burke, CPA
239 Wava Ave
Niceville, FL 32578

If you need additional information, kindly contact either

Darlene Burke, CPA
telephone number 850-863-0000 or
fax number 850-863-1702

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY -2 PM 4:11

Thank you,


Carolyn Inglefield
President

Enclosures

- 1. Articles of Incorporation
- 2. Check

F. GRESSER MAY 7

ARTICLES OF INCORPORATION
OF

CAROLYN INGLEFIELD, P.A.

The undersigned incorporator, CAROLYN INGLEFIELD, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

EFFECTIVE DATE
5-1-02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY -2 PM 4:11

ARTICLE I - NAME

Name of this corporation is CAROLYN INGLEFIELD, P.A. (hereinafter referred to as the "Corporation").

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The address of the principal office of the corporation 348 Miracle Strip Pkwy Suite 37, Fort Walton Beach, FL 32548.

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 348 Miracle Strip Pkwy Suite 37, Fort Walton Beach, FL 32548, and the name of the initial registered agent of this corporation at that address is Carolyn Inglefield.

ARTICLE V - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida, Medical Counselor.

ARTICLE VI - DURATION

The Corporation shall have perpetual existence.

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly

as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - TRANSFERABILITY OF SHARES

The transferability of all shares of stock in the Corporation shall be restricted in accordance with this Article VI. No shareholder nor any shareholder's heirs, executors or administrators shall sell, exchange, give, transfer, pledge, hypothecate or otherwise dispose of any shares in the Corporation or any interest in the shares except with the express written consent of other shareholders of the Corporation holding, in the aggregate, not less than one-half of all the outstanding shares of stock in the Corporation.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws of the Corporation but shall never be less than one. The name of the initial director of this Corporation is

DIRECTOR
Carolyn Inglefield
P O Box 2414
Santa Rosa Beach, FL 32459

ARTICLE X - INCORPORATOR

The name of the person signing these articles is Carolyn Inglefield and her address is P O Box 2414, Santa Rosa Beach, FL 32459.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend, or repeal the By-laws of the Corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - SECTION 1244 STOCK

It is the intent of this charter that the Director may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XIII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIV - COMMENCEMENT OF CORPORATE EXISTENCE

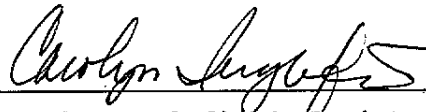
The date of commencement of this corporation's existence shall be May 1, 2002.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Acknowledgment of Resident Agent:

Having been named to accept service of process of the Corporation stated above, at the place designated in the Articles of Incorporation. I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48, Florida Statutes, relative to keeping open said office.


Carolyn Inglefield, Registered Agent

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 30 day of April, 2002.

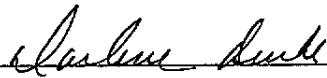

Carolyn Inglefield

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY - 2 PM 4:11

STATE OF FLORIDA)

COUNTY OF OKALOOSA)

The foregoing instrument was acknowledged before me this 30 day of April, 2002, by Carolyn Inglefield, Incorporator, of CAROLYN INGLEFIELD, P.A., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced Florida Driver's License Number _____ as identification.


Notary Public
Commission Number 10/4/02

DARLENE BURKE
Notary Public - State of Florida
My Commission Expires Oct 11, 2002
Commission # CC 782267