

# P02000104091

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OF COUNSEL:

JOHN C. COOPER\*†  
GORDON D. CHERR†

\*Board Certified Civil Trial Lawyer  
ΔBoard Certified Business Litigation Lawyer  
†Certified Circuit Court Mediator

September 25, 2002

#1767  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-09/26/02--01003--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Incorporation of MEDocsNewco, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$87.50 as the fee for filing the articles, a certified copy, and a certificate of status. Please return the certified copy and certificate of status to:

David B. Switalski, Esquire  
Coppins & Monroe, P.A.  
P.O. Drawer 14447  
Tallahassee, FL 32317-4447  
(850) 422-2420

*Mark out*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 SEP 25 PM 3:01

Your attention to this matter is greatly appreciated.

Sincerely yours,

COPPINS & MONROE, P.A.

*David B Switalski*  
David B. Switalski  
For the Firm

DBS/bpm

Enclosures: (1) Articles of Incorporation;  
(2) Check No. 11207.

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9-26-02  
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## **ARTICLES OF INCORPORATION**

**OF**

**MEDocsNewco, Inc.**

The undersigned natural person, of legal age, acting as Incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

### **ARTICLE I**

#### **NAME OF CORPORATION**

The name of this Corporation shall be MEDocsNewco, Inc.

### **ARTICLE II**

#### **DURATION**

The Corporation shall have perpetual existence.

### **ARTICLE III**

#### **PURPOSES**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this state.

### **ARTICLE IV**

#### **STOCK CLAUSE**

The total number of shares of stock which the Corporation shall have authority to issue is two million Shares of Common Stock at \$.001 Par value each.

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STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
02 SEP 25 PM 3:01

## **ARTICLE V**

### **PRINCIPAL PLACE OF BUSINESS**

The address of the Corporation's principal place of business is 1424 East Piedmont Drive, Suite 200, Tallahassee, Florida 32308.

## **ARTICLE VI**

### **REGISTERED OFFICE AND AGENT**

The address of this Corporation's registered office is 1424 East Piedmont Drive, Suite 200, Tallahassee, Florida 32308, and the name of its agent at said address is Margaret Dozier.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) persons. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one director. The name and address of the directors are:

Laurie L. Dozier, Jr., M.D.  
1226 Claude Pichard Drive  
Tallahassee, FL 32308

Michele Moody  
3651 Moody Trail  
Tallahassee, FL 32308

Margaret Dozier  
1226 Claude Pichard Drive  
Tallahassee, FL 32308

Terence P. McCoy, M.D.  
4442 Thomasville Road  
Tallahassee, FL 32308

H. Jay Mottice  
300 Summer Brooke Lane  
Tallahassee, FL 32327

Lonnie Draper, M.D.  
565 Frank Shaw Road  
Tallahassee, FL 32312

Kenneth R. Wasson, M.D.  
133 Oak Street #19  
Tallahassee, FL 32301

Steve Andris  
P. O. Box 500  
Monticello, FL 32345

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## **ARTICLE VIII**

### **INCORPORATOR**

The name and address of the Incorporation is as follows:

Margaret Dozier

1226 Claude Pichard Drive  
Tallahassee, Florida 32308

## **ARTICLE IX**

### **RESTRICTION ON TRANSFER OF SHARES**

Section 9.1. SUBCHAPTER S STATUS. The Corporation has or will make an election to be treated as a Subchapter S corporation for purposes of the Internal Revenue Code.

Section 9.2. RESTRICTION ON TRANSFER. Pursuant to Section 607.0627, Florida Statutes, the transfer of shares of stock in the Corporation is restricted. The restrictions on the transfer of shares of stock in the Corporation are as follows:

A. Any transfer of shares of stock in the Corporation to a person or entity not qualified to own the shares of a Subchapter S corporation is strictly prohibited.

B. Further, any transfer of shares of stock in the Corporation which would have the effect of expanding the actual number of shareholders of the Corporation is severely restricted and carefully monitored by the Corporation so as not to jeopardize the limits applicable to number of shareholders permitted to own a Subchapter S corporation.

C. Prior to any transfer of shares of stock in the Corporation, the transferring shareholder must first secure the Board of Directors' approval of the transfer of said shares.

D. Further, prior to any transfer of shares, the transferring shareholder is obligated first to offer the shares of stock to the Corporation for purchase.

Section 9.3. PURPOSE OF TRANSFER RESTRICTIONS. The Corporation has adopted these share transfer restrictions, as authorized by Section 607.0627, Florida

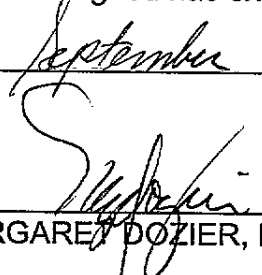
Statutes, for the purposes of the Corporation's securing and maintaining status as a Subchapter S corporation under the Internal Revenue Code, to control the number and identity of its shareholders as is required for said Subchapter S status, to preserve exemptions under federal or state securities laws and to provide certainty as to the income tax status of the Corporation.

## **ARTICLE X**

### **ELECTION OF LAW**

The Corporation hereby elects not to be governed by Sections 607.0901 and 607.0902, Florida Statutes, as said elections are provided by those statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25<sup>th</sup> day of September, 2002.

  
\_\_\_\_\_  
MARGARET DOZIER, Incorporator

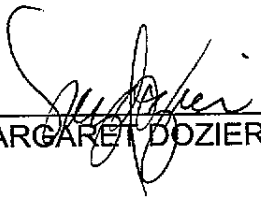
### **CERTIFICATE OF DESIGNATION** **REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the corporation is MEDocsNewco, Inc.
2. The address of the registered agent and office of the corporation is 1424 East Piedmont Drive, Suite 200, Tallahassee, Florida 32308.
3. The registered agent is Margaret Dozier.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE

OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
MARGARET DOZIER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 SEP 25 PM 3:01

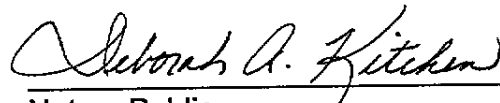
STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State of Florida, County of Leon, to take acknowledgments, personally appeared MARGARET DOZIER, the person described as the incorporator of MEDocsNewco, Inc., and she executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal at Leon County, Florida this 25<sup>th</sup> day of

September, 2002.  
FLDL D260-579-34-724-0

  
Notary Public

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