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CAPITAL CONNECTION, INC.

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

James K. Gordon MD PC

Signature _____

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 28, 2002

CAPITAL CONNECTION, INC.

SUBJECT: JAMES K. GORDON, M.D., P.C.
Ref. Number: W02000030995

We have received your document for JAMES K. GORDON, M.D., P.C. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 902A00059214

STATE OF FLORIDA }
 } ss.
JACKSON COUNTY }

ARTICLES OF INCORPORATION

OF

JAMES K. GORDON, M. D., P. A.

RECEIVED
JAMES K. GORDON, M.D., P.A.
JACKSON COUNTY, FLORIDA

02 OCT 29 AM 11:59

FILED

KNOW ALL MEN BY THESE PRESENTS,

That I, **JAMES K. GORDON, M.D.**, the undersigned incorporator, for the purpose of forming a professional corporation pursuant to the provisions of the statutes of the State of Florida, do hereby adopt these articles of incorporation, the same to constitute a charter for carrying on the profession hereinafter specified.

ARTICLE I

NAME OF THE CORPORATION: The name of the professional corporation shall be **JAMES K. GORDON, M. D., P. A.**

ARTICLE II

PURPOSES: The nature of the profession and the purposes for which the professional corporation is formed shall be as follows:

(1) To render professional services in the practice of internal medicine and gastroenterology, in accordance with the canons of professional ethics and in accordance with all rules of practice and other regulations adopted by any medical association of which the shareholders may become members. The professional corporation shall engage in no other business except as permitted by the Florida statutes.

(2) To do all things necessary, desirable, or expedient in the operation, management, and conduct of the aforesaid profession.

(3) To transact all lawful business for which professional corporations may be incorporated under the Florida statutes, including the power to invest in real estate, mortgages, stocks, bonds, and any other type of investment, and to own real or personal property necessary or appropriate for rendering the aforesaid professional services.

ARTICLE III

REGISTERED OFFICE AND AGENT: The address of the initial registered office of the professional corporation shall be 4306 Third Avenue, Marianna, Florida 32446, and the initial registered agent at such address shall be **JAMES K. GORDON, M.D.** This is also the principal address of the Corporation.

ARTICLE IV

DURATION: The duration of the professional corporation shall be perpetual unless the corporation is dissolved by law or otherwise terminated.

ARTICLE V

SHARES: The professional corporation is authorized to issue 1,200 shares of common stock having a par value of One Dollar (\$1.00) each.

ARTICLE VI

(1) **INCORPORATOR:** The name and address of the incorporator is as follows:

NAME

James K. Gordon, M.D.

ADDRESS

4306 Third Avenue
Marianna, Florida 32446

(2) **DIRECTORS:** The initial board of directors shall consist of one director, and such number thereafter as may be fixed by the bylaws. The name and address of the person who is to serve as sole director until the first meeting of the shareholders, or until his successor is elected and qualified, is as follows:

NAME

James K. Gordon, M.D.

ADDRESS

4306 Third Avenue
Marianna, Florida 32446

ARTICLE VII

(1) **VOTING:** At any meetings of the shareholders of the professional corporation, the shareholders of record shall be entitled to one vote for each share standing in their name. Shares may be voted by the shareholders either in person or by proxy.

(2) **MANAGEMENT:** The business and affairs of the professional corporation shall be managed and conducted in accordance with the by-laws of the professional corporation. No officer or director who is not duly licensed to practice medicine in the State of Florida shall participate in any decision constituting the practice of such profession.

(3) **SHARES NONASSESSABLE:** The shares of the professional corporation, when fully paid for in accordance with the subscription therefor, shall be fully paid and nonassessable; and in no case shall any shareholder be liable other than for the unpaid shares subscribed for by him.

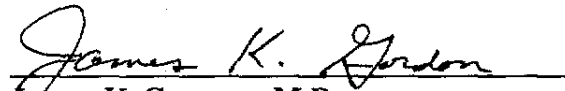
(4) **LIEN ON SHARES:** The professional corporation shall have a lien on the shares of a shareholder for any debt or liability owed to it by him before a notice of transfer or levy on such shares is received by the professional corporation. The professional corporation shall have such rights with respect to this lien as are conferred by the laws of the State of Florida.

(5) **AMENDMENTS:** The professional corporation reserves the right to amend any provision of these articles of incorporation in the manner provided by law; and all rights conferred upon the officers, directors, and shareholders of the professional corporation are granted subject to this reservation.

ARTICLE VIII

SHAREHOLDERS: Except as otherwise provided within the Florida statutes, as amended, the shares of the professional corporation shall be issued, owned, and registered only in the names of individuals who are duly licensed to practice medicine in the State of Florida. Any issuance or transfer of the shares of the professional corporation in violation of this provision shall be null and void.

IN WITNESS WHEREOF, I, the said incorporator, have hereunto set my hand on this the 19 day of September, 2002.


JAMES K. GORDON, M.D.
Incorporator

Prepared by:

F. Mitch McNab
Attorney At Law
Post Office Box 5612
Dothan, Alabama 36302
S: James K. Gordon, M.D., P.C. - Artsoffline

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section of 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 **JAMES K. GORDON, M. D., P. A.**

2. The name and address of the registered agent and office is:

James K. Gordon, M. D. 4306 Third Avenue
Marianna, Florida 32446

JAMES K. GORDON, M. D., P. A.

BY: *James K. Gordon*
JAMES K. GORDON, M. D.
It's President

Date: September 19, 2002.

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.