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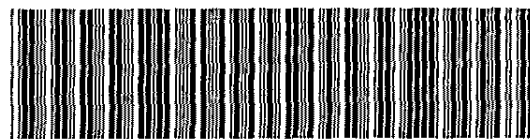
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# OZARK, PERRON & NELSON, P.A.

## Attorneys At Law

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DAMIAN M. OZARK\*  
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+Board Certified in Business Litigation  
\*Also Admitted in MS and CO  
■ Certified Circuit Court Mediator  
\*\*Also Admitted in NH

July 12, 2004

### VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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Re: Articles of Incorporation - Genesis Family Physicians, P.A.

Dear Sir or Madam:

Enclosed please find original and one (1) copy of the Articles of Incorporation for Genesis Family Physicians, P.A., as well as check in the amount of \$87.50 representing the filing fee for the Articles, as well as a Certificate of Status, once it has been recorded.

Should you have any questions, please do not hesitate to call me.

Very truly yours,

OZARK, PERRON & NELSON, P.A.

By: Kenn Pagnoralli for  
Andre R. Perron

ARP:kp  
Enclosure

**ARTICLES OF INCORPORATION**  
**OF**  
**GENESIS FAMILY PHYSICIANS, P.A.**

The undersigned, being a natural person licensed or otherwise legally authorized to practice osteopathic medicine and desiring to form a professional corporation pursuant to the Professional Service Corporation and Limited Liability Company Act and pursuant to the laws of the State of Florida, do hereby certify as follows:

**ARTICLE I NAME**

The name of the corporation is Genesis Family Physicians, P.A.

**ARTICLE II NATURE OF BUSINESS**

The professional corporation is organized for the sole and specific purpose for the practice of Osteopathic medicine, and related medical services:

A. To engage in every phase, and aspect of the profession of rendering the same professional services to the public that medical doctor specializing in the practice of osteopathic medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to perform such services.

B. To invest the funds of this professional corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

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C. To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining or any of the object or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof necessary or incidental to the protection, and benefit of the professional corporation, and in general, either along or in association with other corporations, firms or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of the attainment of the objects or the furtherance of such purposes or objects of this professional corporation.

The foregoing paragraphs shall be construed as enumerating both objects, and purposes of this professional corporation; and it is hereby expressly provided that the foregoing enumeration of special purposes shall not be held to limit or restrict in any manner the purpose of this professional corporation otherwise permitted by law.

### **ARTICLE III CAPITAL STOCK**

The maximum number of shares of capital stock which this professional corporation shall be authorized to issue is Five Hundred (500) shares of common stock with a par value of One Dollars (\$1.00) per share.

### **ARTICLE IV CAPITALIZATION**

The amount of capital with which the corporation shall commence is Five Hundred and 00/100ths (\$500.00) Dollars which said amount has been fully paid in.

**ARTICLE V DURATION**

The corporation shall have perpetual existence.

**ARTICLE VI PRINCIPAL OFFICE**

The initial street address of the principal office of this professional corporation is: 4144 20<sup>th</sup> Street West, Bradenton, FL 34205. The name of the initial registered agent of the professional association is ANDRE R. PERRON, ESQUIRE, located at 2808 Manatee Avenue West, Bradenton, FL 34205.

**ARTICLE VII DIRECTORS**

This professional 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, but shall never be less than one (1), and said corporation is authorized to have five (5) Directors at any one time. The name and address of the initial Director of this corporation is:

MARCELLA P. JONES, D.O., M.P.H.  
4144 20<sup>th</sup> Street West,  
Bradenton, FL 34205

**ARTICLE IX OFFICERS**

The Officers of this corporation shall be a president, who shall be a Director of the corporation; a vice-president, a secretary and a treasurer, and such other officers and agents as may be necessary. All officers and agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the By-Laws of the corporation or determined by the Board of Directors. Any person may hold to offices, except

that the President shall not be also the secretary or assistant secretary of this corporation.

The initial officer of the corporation are as follows:

President/Treasurer: Marcella P. Jones, D.O. M.P.H.  
Secretary: Andre R. Perron

**ARTICLE X. AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholder is subject this reservation.

**ARTICLE XI INDEMNIFICATION**

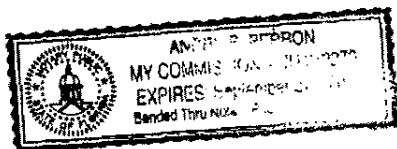
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by laws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this the 7 day of July, 2004.

Marcella P. Jones  
MARCELLA P. JONES, D.O.

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 7 day of July, 2004, by MARCELLA J. JONES, who has produced a Florida Drivers License as identification, and who did taken an oath.



Andre R. Perron  
NOTARY PUBLIC

Printed Name of Notary Public


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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

**FIRST**: That GENESIS FAMILY PHYSICIANS, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Bradenton, County of Manatee, State of Florida, has named ANDRE R. PERRON, located at 2808 Manatee Avenue West, Bradenton, FL 34205, county of Manatee, State of Florida, as its agent to accept service of process within said State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
ANDRE R. PERRON  
Registered Agent

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