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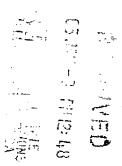
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## ARTICLES OF INCORPORATION 05 JAN -3 PM 12: 57 OF SECRETARY OF STATE BEACHES FAMILY MEDICINE, PARALLAHASSEE. FLORIDA

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

#### ARTICLE I. NAME

The name of the professional service corporation is BEACHES FAMILY MEDICINE, PA.

#### ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is P O Box 51595, Jacksonville Beach. FL 32240-1595.

#### ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

#### ARTICLE IV. EFFECTIVE DATE AND TERM OF EXISTENCE

This professional service corporation shall have perpetual existence beginning January 1, 2005.

#### ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall Be 1,000,000 shares of common stock having a par value of \$1.00. per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

#### ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 340 16<sup>th</sup> Avenue North, Jacksonville Beach, FL 32250-4819. The name of the initial registered agent at that address is John C. Tanner, DO, FASAM.

#### ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one member. The name and address of the first Director is: John C. Tanner, DO, FASAM, PO Box 51595, Jacksonville Beach, FL 32240-1595.

#### ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is: John C. Tanner, DO, FASAM, P O Box 51595, Jacksonville Beach, FL 32240-1595.

#### ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of this professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of this professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

#### ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on December 11, 2004.

IOHN CANNER, DO, FASAM

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#### DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

December 11, 2004

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

BEACHES FAMILY MEDICINE, PA., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Jacksonville Beach, County of Duval, State of Florida, has named JOHN C. TANNER, DO, FASAM, located at 340 16<sup>th</sup> Avenue North, Jacksonville Beach, FL 32250-4819, as its Agent to accept service of process within this State.

#### ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated above, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes.

John C. Tanner, DO, FASAM

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SECRETARY OF STATE TALLAHASSEF, FLORIDA

## ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Under the provisions of F.S. 607.0501, BEACHES FAMILY MEDICINE, PA, has designated me in its Articles of Incorporation as its registered agent. I am a resident of Florida and my business address is the same as the registered office.

I accept the appointment as registered agent and agree to act in this capacity. I consent to accept service of process for BEACHES FAMILY MEDICINE, PA at the place designated in the Articles of Incorporation. I am familiar with the obligations of a Registered Agent as set forth in Chapter 607, Florida Statutes. I accept them and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

John C. Vanner, DO, FASAM

Registered Agent