

MAR 1 2006 9:00AM

CAPITAL CONNECTION

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FLORIDA PROFIT/NON PROFIT CORPORATION

THOMAS H. WAGNER, M.D. P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THOMAS H. WAGNER, M.D. P.A.

(A PROFESSIONAL CORPORATION)

The undersigned natural person, competent and licensed to practice as a physician in the State of Florida, acting hereby as Incorporator, for the purposes of forming a Professional Service Corporation for profit under the provisions of Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

(a) The name of the corporation shall be THOMAS H. WAGNER, M.D. P.A.;

(b) The principal office of this corporation shall be 4542 Nancy Ward Lane, Niceville, Florida, 32578;

(c) The mailing address of this corporation shall be 4542 Nancy Ward Lane, Niceville, Florida, 32578.

ARTICLE II

PURPOSES

The general nature and purposes of business to be transaction, promoted and carried on by the corporation are as follows:

(a) To engage in every aspect in the practice of a physician and in particular the field of specialization known as anesthesiology, as is engaged by physicians qualified in that area of medicine;

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(b) To engage and render the professional services involved only through its officers, agents or employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the state of Florida to render the same professional service as this corporation;

(c) To invest its funds in real estate, mortgages, stock, bonds and any other type of investment permitted by law;

(d) To engage in other businesses other than the rendition of professional services specified herein, as authorized under Florida law;

(e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the state of Florida.

ARTICLE III

CAPITAL STOCK

(a) The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock at One Dollars (\$1.00) per share par value.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services;

(c) Shares of the corporation stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV

DURATION

The corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

The address of this corporation's initial registered agent is 1221 Airport Road, Destin, Florida 32541 and the name of its initial registered agent at said address is David A. Owen.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator is as follows:

David A. Owen
1221 Airport Road, Suite 208
Destin, Florida 32541

ARTICLE VII

INITIAL MEMBER AND BOARD OF DIRECTORS

The corporation's initial member is Thomas H. Wagner. The Company shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial Member and Director of this corporation is:

Thomas H. Wagner
4542 Nancy Ward Lane
Niceville, Florida 32578

ARTICLE VIII

INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

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ARTICLE IXSEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XINFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, then the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XIINDEMNIFICATION

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

ARTICLE XIIBYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and stockholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 28th day of February, 2006.


Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, the undersigned authority, personally appeared David A. Owen, who is known to me to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of February, 2006


Notary

Lois C. Fountain
Print Name

[SEAL]



Lois C. Fountain
Commission #DD215215
Expires: May 26, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Thomas H. Wagner, M.D. P.A.
2. The name and address of the registered agent and office is:


David A. Owen
1221 Airport Road, Ste. 208
Destin, FL 32541

SIGNATURE 
(Corporate Officer)

TITLE INCORPORATOR

DATE 02/28/06

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.

SIGNATURE 
David A. Owen

DATE 02/28/06