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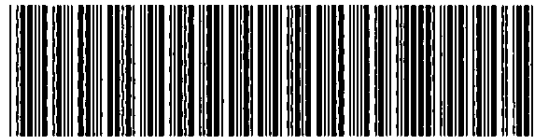
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(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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900122551639

Effective Date

04-04-08

04/09/08--01035--005 \*\*78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 APR -9 AM 9:28

APPROVED  
AND  
FILED

B. McKnight APR 10 2008



Ronald K. Parsonage | Mary E. Vandenack | Mark A. Williams  
Wendy S. Grugle | Jeffrey R.B. Hansen | Kathy J. Kirschbaum | Jennifer R. Petersen

*From the Desk of:*  
*Lisa A. Bresley*  
[Lbresley@pvwlaw.com](mailto:Lbresley@pvwlaw.com)  
*(402) 504-1300*

April 8, 2008

**VIA FEDERAL EXPRESS (798414925644)**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: BayWay Medical Clinic, Inc.

Dear Department of State:

Enclosed, in duplicate, are Articles of Incorporation and your cover form for the above-referenced corporation, along with our firm's check in the amount of \$78.75 for the filing fee.

Please file these Articles and return a file-stamped copy to me with the Certificate in the enclosed self-addressed, stamped envelope.

Please contact me if you have any questions or require further information. Thank you for your prompt attention to this matter.

Sincerely,

Lisa A. Bresley, Paralegal  
For the Firm

Enclosures

## COVER LETTER

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

**SUBJECT:** BayWay Medical Clinic, Inc.

**(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Mary E. Vandennack, Esquire; Parsonage Vandennack Williams LLC  
Name (Printed or typed)

5332 S. 138th Street, Suite 100

Address

Omaha, NE 68137

City, State & Zip

402-504-1300(Mary E. Vandennack, Esquire or Lisa A. Bresley, Paralegal)

Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
BAYWAY MEDICAL CLINIC, INC.**

The undersigned, acting as the incorporator of the corporation under the Florida Business Corporation Act, as now in effect or hereafter amended (the "Act"), adopt the following Articles of Incorporation for such corporation:

**ARTICLE I.  
NAME**

**Effective Date**

04-04-08

The name of the corporation is BayWay Medical Clinic, Inc.

**ARTICLE II.  
PRINCIPAL PLACE OF BUSINESS**

The principal business office of the corporation is 4450 Gulf Boulevard, Suite 103, St. Pete Beach, Florida 33706.

**ARTICLE III.  
PURPOSE**

The purpose for which the corporation is organized is to engage in any and all lawful business for which a corporation may be organized under the laws of the Act, to engage in any and all activities related or incident thereto and to provide management of urgent care clinics.

**ARTICLE IV.  
AUTHORIZED SHARES**

The number of shares which the corporation is authorized to issue is ten thousand (10,000), all of which shall be Common Stock. The par value of each of such shares shall be one dollar (\$1.00).

**ARTICLE V.  
INITIAL OFFICERS AND/OR DIRECTORS**

The initial Director, President, Secretary and Treasurer of the corporation is Jesse A. Cole, M.D., 401 South Alabama, Suite 6B, Butte, Montana 59701.

**ARTICLE VI.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1201 Hays Street, Tallahassee, Florida 32301; and the name of the initial registered agent of the corporation at such office is Corporation Service Company.

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TALLAHASSEE, FLORIDA

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ARTICLE VII.  
NAME AND ADDRESS OF INCORPORATOR

The name and street address of the incorporator of the corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Mary E. Vandenack	5332 S. 138 <sup>th</sup> Street, Suite 100 Omaha, NE 68137

ARTICLE VIII.  
EFFECTIVE DATE

The effective date of the corporation is April 4, 2008.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on April 4, 2008.

Corporation Service Company

By: *Sue G. Knight*      **Sue G. Knight**  
Sue G. Knight, Registered Agent      **as its agent**

*Mary E. Vandenack*      *MSK*  
Mary E. Vandenack, Incorporator

08 APR - 9 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED