

Michelle T. Morley

Attorney and Counsellor at Law
418 West Alfred Street, Suite 5
Tavares, Florida 32778
(904) 343-4300

Member of the Florida Bar Association
Member of the Minnesota Bar Association

Fax (904) 343-1346

December 23, 1994

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

Re: Mid Florida Medical Associates, P.A.

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for the above professional association and a check in the amount of \$122.50 for the required filing fee, registered agent fee and a certified copy of the Articles of Incorporation.

Thank you for your assistance with this matter.

Very truly yours,

Michelle Morley
Michelle Morley, Esquire

Enclosure

cc: Kenneth M. James II

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-01/19/95 - 01026--004
+++122.50 +++122.50

FILED
55 JAN 17 AM 8 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 17 1995

Michelle T. Morley

Attorney and Counsellor at Law
418 West Alfred Street, Suite 6
Tavares, Florida 32778
(904) 343-4300

Member of the Florida Bar Association
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Fax (904) 343-1346

January 6, 1995

Attention: Teresa Brown, Corporate Specialist
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: Mid Florida Medical Associates, P.A.
Ref. Number: W94000027479
Letter Number: 194A00054723

Dear Ms. Brown:

Enclosed please find revised Articles of Incorporation for Mid Florida Medical Associates, P.A. for filing, and a check in the amount of \$122.50 for the filing fees and a certified copy of the Articles. The initial Articles of Incorporation filed for the above-referenced corporation were returned to this office for failure to specify the nature of business of the professional association. This has been corrected.

Thank you for your assistance with this matter.

Very truly yours,


Michelle Morley

/M

Enclosures



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 29, 1994

MICHELLE T. MORLEY, ESQ.
SUITE 5
418 W. ALFRED STREET
TAVARES, FL 32778

SUBJECT: MID FLORIDA MEDICAL ASSOCIATES, P.A.
Ref. Number: W94000027479

We have received your document for MID FLORIDA MEDICAL ASSOCIATES, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return the enclosed check for \$122.50 or a newly issued check with your corrected document.

Please return 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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 194A00054723

Articles of Incorporation
of
Mid Florida Medical Associates, P.A.

FILED
95 JAN 17 10 00 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 621, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be Mid Florida Medical Associates, P.A.

ARTICLE II

Purposes

The corporation may engage in any or all lawful business for which corporations may be incorporated under Chapter 621, Florida Statutes. The specific nature of the business of the Corporation is to perform general medical and health care services.

ARTICLE III

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 600 shares of common stock, each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators and Directors

The name and address of the Subscriber and Incorporator is Kenneth M. James II of Wildwood, Florida. The names and addresses of the Directors are:

Kenneth M. James II, Post Office Box 974, Wildwood, Florida

Keith Hester, Post Office Box 610, Eustis, Florida

John Plourde, 15861 S.E. 105th Terrace, Summerfield, Florida

ARTICLE V

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

ARTICLE VI

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- D. Dissolution of the corporation.

ARTICLE VII

Directors

A. The business of the corporation shall be managed initially by a board of three directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one director.

B. The entire Board of Directors may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of a quorum of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own share of stock.

D. Members of the Board of Directors or of an Executive Committee shall be deemed present at a meeting if a conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE VIII

Operating Agreement

Two or more of the shareholders of this corporation entitled to vote may, as provided in the bylaws, from time to time enter into agreements providing for shareholders voting, the operation and/or government of the corporation and for such other matters as the parties to the agreement determine, and are permitted by law, and which relate to any phase of the affairs of this corporation. The Board of Directors may require, by resolution or by bylaw, that the existence of such agreement be noted on the certificates of stock of the corporation which are subject to such agreement.

ARTICLE IX

Effective Date

The date that corporate existence shall begin shall be *upon filing of the Articles of Incorporation*, pursuant to Florida Statute 607.1210.

ARTICLE X

Registered Office and Registered Agent

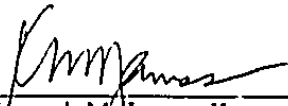
The address of the initial registered office of this corporation is 418 West Alfred Street, Suite 6, Tavares, Florida 32778. The name of the Registered Agent of this corporation is Michelle T. Morley at the above office address.

ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the Incorporator, certifies to the truth of the facts herein stated this January 6, 1995.

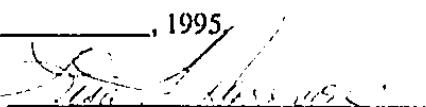


Kenneth M. James, II

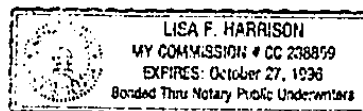
STATE OF
COUNTY OF

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, **Kenneth M. James II**, who after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation of **Mid Florida Medical Associates, P.A.** as the original subscriber to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal at Tavares, County of Levy,
State of Florida, this _____, 1995.



Notary Public
My Comm. Exp.:



Acceptance of Appointment by Registered Agent of
Mid Florida Medical Associates, P.A.

I, *Michelle T. Morley*, whose business address is 418 West Alfred Street, Suite 6, Tavares, Florida 32778, and whose mailing address is the same, hereby accept appointment as Registered Agent of *Mid Florida Medical Associates, P.A.*

I hereby certify that I am familiar with, and accept, the obligations provided in Florida Statute 607.0505.


Michelle T. Morley

The principal place of business of *Mid Florida Medical Associates, P.A.*, will be located in Eustis, Lake County, Florida and the mailing address is Post Office Box 610, Eustis, Florida 32727.

FILED
95 JAN 17 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/12/95 10:04:50

From: Keith R. Hester, P.A.C

To: Karen Gibson

P95000003786

July 10, 1995

Re: change of address

Dear Division of Corporations:

Please change the mailing address for Mid Florida Medical Associates to:

P.O. Box 974
Wildwood, Florida 34785

The physical address is:

c/o Heartland Family Care Center
112 S. Main Street
Wildwood, Florida 34785

This address change goes into effect immediately.

Thank you for your cooperation!

Sincerely,

Board of Directors
Mid Florida Medical Associates, P.A.

JW
7-13-95