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TO: DIVISION OF CORPORATIONS

FROM: MARONEY ADAMS & CRISER, P.A.

DEPARTMENT OF STATE

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STATE OF FLORIDA

1400 BARNETT CENTER

409 EAST GAINES STREET

JACKSONVILLE FL 32202-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GENERAL SURGERY GROUP, P.A.

FAX AUDIT NUMBER: H95000002780

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EFFECTIVE DATE

3-9-95

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03 MAR 15 AM 9:17

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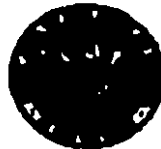
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FROM

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FLORIDA DEPARTMENT OF STATE

Sandra B. Morton
Secretary of State

March 10, 1995

WHINEY ADAMS & CRISER, P.A.

JACKSONVILLE, FL

SUBJECT: GENERAL SURGERY GROUP, P.A.

REF: H95000005428

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must state the number of shares of authorized stock.

SEE ARTICLE IV.

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) 487-6934.

Loria Poole
Corporate Specialist

FRM Rec. #: H95000002780
Letter Number: 29500010941

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

H95000002780

245-10941

March 14, 1995

MAHONEY ADAMS & CRISER, P.A.
* CORRINE MCCLURE
JACKSONVILLE, FL

SUBJECT: GENERAL SURGERY GROUP, P.A.
REF: W95000005428

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please accept our apology for failing to mention this in our previous letter.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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) 487-6934.

Loria Poole
Corporate Specialist
FAX Aud. #: H95000002780
Letter Number: 795A00
the document has not been filed and needs the following corrections:

Please accept our apology for failing to mention this in our previous letter.

FROM

(TUE) 03/14/95 16:42/ST. 16:41/NO. 3560402405 P 2

**ARTICLES OF INCORPORATION
OF
GENERAL SURGERY GROUP, P.A.**

FILED
95 MAR 15 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I
Name and Address**

EFFECTIVE DATE

3-9-95

Section 1.1. **Name and Address.** The name and address of this professional corporation is General Surgery Group, P.A., 3599 University Boulevard, South, Suite 909, Jacksonville, Florida 32216.

**Article II
Duration**

Section 2.1. **Duration.** This professional corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article III
Purpose**

Section 3.1. **Purpose.** This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a doctor of 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 practice medicine herein.

This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

Linda S.R. Gemind, Esq.
Mahoney Adams & Criser, P.A.
Post Office Box 4099
Jacksonville, Florida 32201
(904) 354-1100
Fla. Bar No. 0848352

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FROM

(MON) 03.13'95 17:03/ST. 16:57/NO. 3560402339 P 3/7

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Article IV **Capital Stock**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares having no par value. No person other than one licensed to practice medicine in the State of Florida shall be a shareholder of this professional corporation.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article V **Initial Registered Office and Agent**

Section 5.1. Name and Address. The street address of the initial registered office of this professional corporation is 3599 University Boulevard, South, Suite 909, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is C. Davis Wheelchel, III, M.D.

Article VI **Directors**

Section 6.1. Number. This professional corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than two (2). The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The names and street addresses of the members of the first board of directors of this professional corporation, who are licensed to practice medicine in the State of Florida, are:

<u>Name</u>	<u>Address</u>
Kenneth Dale Hagan, M.D.	5757 Booth Road, Building 100 Jacksonville, Florida 32207
Herbert Ray Pearce, M.D.	3599 University Boulevard, South Suite 909 Jacksonville, Florida 32216

FROM

(MON)03.13'95 17:03/ST. 16:57/NO. 3560402339 P 4/7

H95000002780

Lewis Alan Smith, M.D.

3636 University Boulevard South
Suite C-1
Jacksonville, Florida 32216

George Steven Webb, M.D.

3599 University Boulevard, South
Suite 909
Jacksonville, Florida 32216

Carl Davis Whelchel, III, M.D.

3599 University Boulevard, South
Suite 909
Jacksonville, Florida 32216

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this professional corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII **Bylaws**

Section 7.1. Bylaws. The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII **Incorporator**

Section 8.1. Name and Address. The name and street address of the incorporator of this professional corporation, who is licensed to practice medicine in the State of Florida, is C. Davis Whelchel, III, M.D., 3599 University Boulevard South, Suite 909, Jacksonville, Florida 32216.

FROM

(MON) 03.13'95 17:03/ST. 16:57/NO. 3560402339 P 5/7

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**Article IX
Amendment**

Section 9.1. Amendment. This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy-five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 9 day of March, 1995.

[Signature]

Sworn to and subscribed before me
this 9th day of March, 1994/1995

Jacquelyn B. Corey
Signature of Notary Public
State of Florida
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires May 18, 1998

Jacquelyn B. Corey
[Print, Type or Stamp Commissioned Name
of Notary Public]

Personally known ✓
or produced identification
Type of identification produced

FROM

(MON) 03.13'95 17:04/ST. 16:57/NO. 3560402339 P 6/7

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes,
the following is submitted:

General Surgery Group, P.A., desiring to organize or qualify under the laws of the State
of Florida hereby designates C. Davis Welchel, III, M.D., as its registered agent to accept
service of process within the State of Florida, and the address of its registered office shall be
3599 University Boulevard, South, Suite 909, Jacksonville, Florida 32216.

Dated: 3/9/95


Incorporator

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby agree to accept the appointment as registered agent
and agree to act in this capacity. I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties, and I am familiar with and accept
the obligations of my position as registered agent.

Dated: 3/9/95


Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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