



MARY ELLEN BORJA

Attorney at Law

P95000020953

FLORIDA BAR BOARD CERTIFIED  
MARITAL AND FAMILY LAW

ALSO LICENSED TO PRACTICE IN  
THE STATE OF NEW YORK

March 8, 1995

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

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JUN 10 1995  
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re: Articles of Incorporation  
Med Cap Management, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above-referenced non-profit corporation for filing, together with a check for \$122.50 for the filing fee.

Thank you for your assistance.

Very truly yours,

MARY ELLEN BORJA, ESQ.

MEB:sr

Enc.

FILED  
1995 MAR 13 PM 11:25  
TALLAHASSEE, FL

MBB  
3/15/95  
P95-20953

**ARTICLES OF INCORPORATION  
OF  
MED CAP MANAGEMENT, INC.**

FILED  
1995 MAR 13 AM 11:25  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is MED CAP MANAGEMENT, INC.

**ARTICLE II - DURATION**

This Corporation shall exist for a perpetual period.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida. The corporation plans to establish a management service organization with the primary focus to provide data processing, reporting and administrative services to physician and provider groups or corporations.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - PREFERENCES, LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

#### **ARTICLE VII - SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of the Corporation must be taken at a meeting of shareholders of this Corporation, duly called as provided by law.

#### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE IX - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE X - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three (3) members. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than one (1), nor more than five (5). The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
J. Mark Abernathy, President	2323 Curlew Road, Ste. 7E Palm Harbor, FL 34683
Charles J. Jacobson, Executive Vice President	2323 Curlew Road, Ste. 7E Palm Harbor, FL 34683
Sharon M. Dunphy, Secretary/Treasurer	2323 Curlew Road, Ste. 7E Palm Harbor, FL 34683

#### **ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL**

##### **OFFICE ADDRESS**

The initial registered office of this Corporation shall be 2323 Curlew Road, Suite 7E, Palm Harbor, Florida 34683, and the initial registered agent of this Corporation at such office shall be J. Mark Abernathy, who upon accepting this designation agrees to comply with the provisions of

Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

AGENCY ACCEPTED:

  
J. Mark Abernathy

FILED  
1995 MAR 13 PM 11:25

**ARTICLE XII - INCORPORATOR**

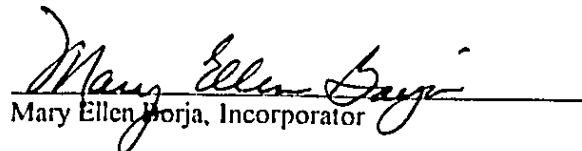
The name and street address of the person signing these Articles of Incorporation is:

Name

Mary Ellen Borja, Esquire

Address

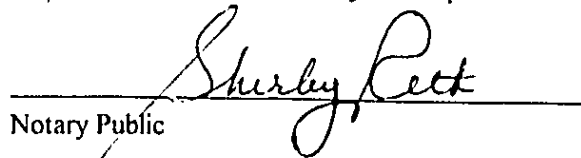
Ameri-Life Towers  
First Floor East  
2536 Countryside Boulevard  
Clearwater, Florida 34623

  
Mary Ellen Borja, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing Articles of Incorporation of MED CAP MANAGEMENT, INC. were acknowledged before me this 8<sup>th</sup> day of March, 1995, by Mary Ellen Borja, Incorporator.

  
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: March 29, 1995.  
BONDED - (100) NOTARY PUBLIC UNDERWRITERS.