

P95000024880

SOCHEAT CHEA
ATTORNEY AT LAW

1162 FOURTEENTH PLACE
ATLANTA, GEORGIA 30309

TELEPHONE: 404 874-2184
FACSIMILE: 404 874-5637

REPLY TO:
POST OFFICE BOX 78124
ATLANTA, GEORGIA 30357-2124

February 21, 1995

000001421860
-03/06/95--01084--008
****122.50 ****122.50

Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

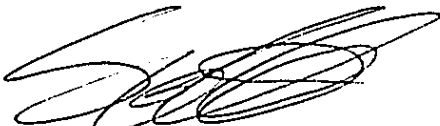
RE: St. Johns Medical Group, Inc.

Dear Sir or Madam:

Our client has requested that we send you the enclosed corporation for filing together with their check in the amount of \$122.50. Please file the same in accordance to your regulations and please forward any notices to the office of the corporation contain in the articles of incorporation.

If you need anything further, please feel free to contact us.

Sincerely yours,



Socheat Chea

SC/rv

Enclosures

FILED
95 MAR 27 PM 4:03
SECTION 5
TALLAHASSEE, FL

496
3-28

789, 615, 611, 671

1095-5096



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 8, 1995

SOCHEAT CHEA
1162 FOURTEENTH PLACE
ATLANTA, GA 30309

SUBJECT: ST. JOHNS MEDICAL GROUP, INC.
Ref. Number: W95000005096

We have received your document for ST. JOHNS MEDICAL GROUP, INC. 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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) 487-6973.

AMANDA HERRING

Letter Number: 495A00010331

**ARTICLES OF INCORPORATION
OF
ST. JOHNS MEDICAL GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FL

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of incorporation for profit, including the provisions under Chapter 607 of the Florida Statutes.

ARTICLE I

The name of this Corporation shall be: St. Johns Medical Group, Inc. 696 Ponte Vedra Boulevard, Ponte Vedra Beach , FL 32082

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

1. (a) To engage in the business of providing professionals, including physicians, surgeons, nurses, and other trained personnel, including clerical personnel, for employment in hospitals, clinics, and other medical facilities, and to engage in the recruitment and training of such personnel.

(b) To provide management for medical care facilities, and to operate managed and primary care facilities, and to act as consultants for such facilities.

2. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage, and operate real property, both improved and unimproved, either directly or through ownership of stock in any corporation, and personal property of whatever nature and kind, as owner agent, factor or broker; to build, construct and alter buildings and structures of whatever nature and kind, and to develop real property of all kinds generally; to buy, sell and deal in bonds and loans secured by mortgages or other liens or real property or personal property of all kinds and descriptions, and to do all things necessary and incident to the furtherance of such purposes.

3. In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the objects and purposes hereinbefore stated, it is expressly provided that the Corporation shall also have the following powers, namely:

- a. To hold, own, mortgage, pledge, bargain, transfer, or assign or in any manner dispose of, or to deal in trade goods, wares, merchandise, and property of any class or description in any part of the world, including real and personal property.
- b. To apply for, hold, purchase, acquire, or otherwise deal in letters patent, copyrights, trademarks,

trade names, secret processes, formulas, or inventions, and to work, operate, develop the same, or to carry on any business, manufacturing, or otherwise which may directly or indirectly affect those objects or any of them.

- c. To purchase, hold, sell, assign, transfer, pledge, mortgage, or otherwise acquire or dispose of the shares of capital stock or any bonds, securities, or other evidence of indebtedness created by any person or corporation of this State or any other State, country, nation, or government, and while owner of said stock may exercise all of the rights, privileges, or ownership, including the right to vote thereon as natural persons might or could do.
- d. To loan money on real estate or personal property.
- e. To enter into, make, or perform contracts of any kind, with any persons, associations, corporations, municipalities, body politic, country, territory, state, government, or colony or any dependency thereof.
- f. Without limitation as to amount, to draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills, bills of exchange, warrants, bonds, debentures, and all other negotiable or transferable instruments and evidence of indebtedness, whether secured by mortgage, bond,

or otherwise, as well as to secure the same by mortgage, bond, or otherwise.

- g. To buy and sell real estate, buy and sell equities of whatever nature; to conduct a general brokerage business on all forms or kinds of properties and securities, and to act as agents in the buying and selling of mortgages, equities, securities, and other forms of negotiable instruments and evidence of indebtedness, whenever secured by mortgage, bond, or otherwise.
- h. To purchase, own, sell, rent, lease, mortgage, and to act as agents in buying, selling, owning, renting, leasing, and mortgaging properties, whether real and/or personal; to dispose of real estate or personal properties, equities, and securities of whatever nature for cash, credit, or otherwise.
- i. To loan money either for itself or to act as agents for loaning and buying; to borrow money and to secure the same in whatever manner in which the corporation might do and is permissible under the laws of the State of Florida.
- j. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, and subcontractors or

otherwise, either alone or with any other persons, firm, corporation, or association; in general to carry on any other business not specifically forbidden by the laws of the State of Florida.

This Corporation and its officers shall have all the powers granted under the laws of the State of Florida, whether specified in these Articles of Incorporation or not, and the laws in force in said State shall be applicable and construed as if part of these Articles of Incorporation.

The above clauses shall be construed both as objects and powers, but no relation, recitation, expression, or declaration of specific powers or purposes herein or enumerated, shall be deemed to be exclusive, but it is expressly declared that all other lawful powers not therewith are hereby included.

ARTICLE III

The total authorized stock of this Corporation shall be divided into One Thousand (1,000) shares and shall have no par value.

ARTICLE IV

The amount of capital with which the Corporation shall begin business shall be Five Hundred (\$500.00) Dollars, which sum is hereby acknowledged as being paid in.

ARTICLE V

The existence of this Corporation shall be perpetual.

ARTICLE VI

The registered office of this Corporation shall be located at 696 Ponte Vedra Boulevard, Ponte Vedra Beach, Florida, 32082. The registered agent of this Corporation shall be Dr. Rajae Janho, whose address is 696 Ponte Vedra Boulevard, Ponte Vedra Beach, Florida, 32082. The Board of Directors, however, shall have the right, at any time to change the principal place of business or to establish either and different places of business as the business of the Corporation may require.

ARTICLE VII

The business of the Corporation shall be managed by the Board of Directors which shall consist of no less than one and no more than five members.

ARTICLE VIII


The names and post office addresses of the first Board of Directors and/or stockholders are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Rajae Janho	696 Ponte Vedra Boulevard Ponte Vedra Beach, Florida 32082
Julie Janho	696 Ponte Vedra Boulevard Ponte Vedra Beach, Florida 32082

ARTICLE IX

The name and address of the person signing these Articles of Incorporation is: Dr. Rajae Janho, 696 Ponte Vedra Boulevard, Ponte Vedra Beach, Florida, 32082.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of February, 1995.


Rajae Janho Seal

STATE OF GEORGIA

COUNTY OF FULTON

BEFORE ME, the undersigned authority, personally appeared Dr. Rajae Janho, to me well known and known to me to be the person described in the foregoing Articles of Incorporation, and he acknowledged before me that he executed the foregoing instrument freely and voluntarily for the uses and purposes therein expressed.

SWORN to and SUBSCRIBED before me this 20th day of February, 1995.


NOTARY PUBLIC, STATE OF GEORGIA

My commission expires:
Notary Public, DeKalb County, Georgia
My Commission Expires August 11, 1998

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of St. Johns Medical Group, Inc.



Dr. Rajae Janho, Registered Agent

FILED

95 MAR 27 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA