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BRYANT & HIGBY, CHARTERED  
ATTORNEYS AT LAW  
833 HARRISON AVENUE  
POST OFFICE BOX 860  
PANAMA CITY, FLORIDA 32402-0860  
TELEPHONE (904) 763-1767  
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ROWLETT W. BRYANT  
CLIFFORD C. HIGBY

April 4, 1995

100001451021  
-04/07/95--01093--001  
\*\*\*\*123.50 \*\*\*\*123.50

Honorable Sandra B. Mortham  
Florida Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Incorporation of George J. Walters, D.D.S., P. A.

Dear Ms. Mortham:

Enclosed herewith are the original and a copy of Articles of Incorporation and Certificate Designating Place of Business for George J. Walters, D.D.S., P. A. Our firm check in the amount of \$122.50 is enclosed for the filing fee and certified copy charges.

Your assistance in filing the same will be greatly appreciated, and we will look forward to receiving a filed, certified copy of the Articles of Incorporation at your earliest convenience.

Please call if you have any questions.

Sincerely,

*Clifford C. Higby*  
Clifford C. Higby

CCH/lmh

Enclosures

*FILED*  
*4/19*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 13, 1995

CLIFFORD C. HIGBY, ESQ.  
P.O. BOX 860  
PANAMA CITY, FL 32402-0860

SUBJECT: GEORGE J. WALTERS, D.D.S., P.A.  
Ref. Number: W95000007884

95 APR 19 AM 11:00  
STATE  
TALLAHASSEE, FLORIDA

We have received your document for GEORGE J. WALTERS, D.D.S., P.A. and your check(s) totaling \$123.50. 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 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) 487-6922.

Bobbie Eldridge  
Senior Corporate Section Administrator

Letter Number: 695A00016802

COPY

ARTICLES OF INCORPORATION  
OF  
GEORGE J. WALTERS, D.D.S., P. A.

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95 APR 19 AM 12:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the law of the State of Florida.

ARTICLE I - NAME

The name of the corporation is GEORGE J. WALTERS, D.D.S., P. A.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of rendering professional medical services in accordance with and pursuant to the statutes provided. The corporation shall have the authority to take all actions necessary for the accomplishment of the stated purposes.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock, each having a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2202 State Avenue, Suite 200, Panama City, Florida, 32405, and the name of the original registered agent at that address of this corporation is George J. Walters.

**ARTICLE VI - BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

George J. Walters	2202 State Avenue, Suite 200 Panama City, Florida 32405
Melanie G. Walters	516 N. MacArthur Avenue Panama City, Florida 32401

**ARTICLE VII - INCORPORATORS**

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

George J. Walters  
2202 State Avenue, Suite 200  
Panama City, Florida 32405

**ARTICLE VIII - PRE-EMPTIVE STOCK RIGHTS**

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal, this 3rd day of April, 1995.

George J. Walters  
George J. Walters

STATE OF FLORIDA,  
COUNTY OF BAY.

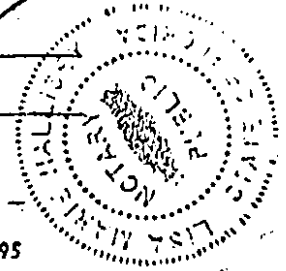
BEFORE ME, the undersigned authority, this day personally appeared George J. Walters, to me known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that his execution thereof was his free act and deed, for the uses and purposes therein mentioned and expressed.

SWORN TO and subscribed before me this 3<sup>rd</sup> day of April, 1995, by George J. Walters, who is personally known to me and who did not take an oath.



Notary Public  
Lisa Marie Hallisey  
[Type/Print Name of Notary]  
Commission No. CC128876  
Commission Expiration:

Notary Public, State of Florida  
My Commission Expires July 21, 1995  
Bonded Thru Troy Loan Insurance Inc.



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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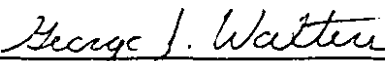
IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that George J. Walters, D.D.S., P. A., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation at 2202 State Avenue, Suite 200, Panama City, Florida, 32405, has named George J. Walters, located said address, as its agent for service of process within this State.

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**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
George J. Walters

55 APR 19 AM 12:01  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA