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LAW OFFICES OF  
**J. JEROME MILLER**  
Attorneys At Law  
415 Mountain Drive  
Suite 3  
Destin, Florida 32541

J. Jerome Miller  
Lamar Conerly, Jr.

May 22, 1995

RECEIVED  
MAY 23 1995  
FAX (904) 837-6158  
(904) 837-3860

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

600001497166  
-05/23/95--01118--003  
\*\*\*\*122.50 \*\*\*\*122.50


Re: Health By Choice, Inc.

To Whom It May Concern:


Enclosed herewith please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, for filing, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return the copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,

  
J. JEROME MILLER  
Attorney at Law

JJM/jld  
Enclosures (as stated)

5/26/95  


**ARTICLES OF INCORPORATION  
OF  
HEALTH BY CHOICE, INC.**

SECRET  
JULY 22 PM 2:19  
MILLARD B. HARRIS

**ARTICLE I**

**NAME**

The name of this Corporation is HEALTH BY CHOICE, INC..

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE**

The purposes for which the Corporation is formed are as follows:

1. To engage in any lawful purpose.
2. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and to own real or personal property necessary for purposes specified above.

**ARTICLE IV**

**CAPITAL STOCK**

The Corporation is authorized to issue 7,500 shares of \$1.00

par value common stock, which shall be designated "common shares".

## **ARTICLE V**

### **PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VI**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 415 Mountain Drive, Suite #3, Destin, Florida, 32541, and the initial registered agent of this Corporation at that address is J. JEROME MILLER.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

This Corporation shall have at least one (1) director 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 name and address of the initial director of this Corporation is:

Henry M. Haire, M.D.  
789 Miracle Strip Parkway  
Mary Esther, Florida 32569

## **ARTICLE VIII**

### **PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation is 348 Miracle Strip Parkway, S.W., Fort Walton Beach, Florida

32548.

## ARTICLE IX

### INCORPORATOR

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

Henry M. Haire, M.D.  
789 Miracle Strip Parkway  
Mary Esther, Florida 32569

## ARTICLE X

### INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XI

### ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of May, 1995.

Henry M. Haire

HENRY M. HAIRE, M.D.

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared HENRY M. HAIRE, M.D., who is personally known to me and he is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21st day of May, 1995.

(SEAL)

Jerome Miller  
NOTARY PUBLIC  
J. JEROME MILLER  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES JUNE 5, 1995  
COMM. NO. 06 113103

ACCEPTANCE

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for HEALTH BY CHOICE, INC.

*Jerome Miller*  
J. JEROME MILLER

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared J. JEROME MILLER who is personally known to me and he is the person who executed the foregoing Acceptance and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22nd day of May, 1995.

(SEAL)

*Sue C. Wallace*  
NOTARY PUBLIC

\*\*\*\*\*  
SUE C. WALLACE  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES JULY 27, 1999  
COMM. NO. CC 012206  
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