

FROM: MAHONEY ADAMS & CRIGER, P.A.
TO: DIVISION OF CORPORATIONS
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
CONTACT: CORINNE P MCCLURE
PHONE: (904) 354-1100
FAX: (904) 798-2661

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: GARCIA & LAZO, P.A.
FAX AUDIT NUMBER: H95000007517
DATE REQUESTED: 07/06/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$70.00
CURRENT STATUS: REQUESTED
TIME REQUESTED: 16:00:05
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 076226003514

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RECEIVED DATE
7-6-95

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95 JUL -7 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 JUL -7 AM 8:03

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ARTICLES OF INCORPORATION
OF
GARCIA & LAZO, P.A.

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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

7-6-95

The name of this professional corporation is Garcia & Lazo, P.A. and the corporate address is 6028 Bennett Road, Jacksonville, FL 32216.

Article II
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

1. 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.

2. 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.

Prepared by Jaime A. Frias, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0879479

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3. 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.

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 One Thousand (1,000) shares having \$0.01 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**

The street address of the initial registered office of this professional corporation is 50 North Laura Street, 3400 Barnett Center, Jacksonville, FL 32202, and the name of the initial registered agent of this corporation at that address is RAX CO.

Article VI **Directors**

Section 6.1. Number. This professional corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). 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:

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<u>Name</u>	<u>Address</u>
Ciceron V. Lazo	6028 Bennett Road Jacksonville, FL 32216
Fidel Garcia	6028 Bennett Road Jacksonville, FL 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

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

The name and street address of the incorporator of this professional corporation is RAX CO., a Florida corporation 50 N. Laura Street, 3400 Barnett Center, Jacksonville, FL 32202.

Article IX 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

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(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 6th day of July, 1995.

RAX CO., a Florida corporation

by:


Ralph R. Wickersham, Vice President

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

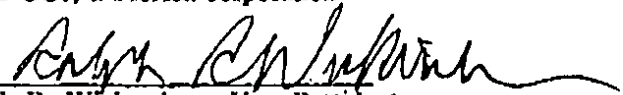
In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes,
the following is submitted:

Garcia & Lazo, P.A., desiring to organize or qualify under the laws of the State of
Florida hereby designates RAX CO., a Florida corporation, as its registered agent to accept
service of process within the State of Florida, and the address of its registered office shall be
50 N. Laura Street, 3400 Barnett Center, Jacksonville, FL 32202.

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: July 6, 1995

RAX CO., a Florida corporation

By: 

Ralph R. Wickersham, Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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07/03/95

FLORIDA DIVISION OF CORPORATIONS

9:38 AM

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINER STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: MAHONEY ADAMS & CRINER, P.A.
50 N LAURA ST
3400 BARNETT CENTER
JACKSONVILLE FL 32202-00
CONTACT: CORINNE P MCCLURE
PHONE: (904) 354-1100
FAX: (904) 790-2661

DOCUMENT TYPE: BASIC AMENDMENT
NAME: GARCIA & LAGO, P.A.
FAX AUDIT NUMBER: 119500000511
DATE REQUESTED: 06/03/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 1
ESTIMATED CHARGE: \$35.00
CURRENT STATUS: REQUESTED
TIME REQUESTED: 09:38:19
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 076226003514

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Garcia & Lago*

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ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
GARCIA & LAZO, P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Garcia & Lazo, P.A., pursuant to Section 607.1006, Florida Statutes, do hereby file the following Articles of Amendment:

1. That the name of the Corporation is Garcia & Lazo, P.A.
2. That Article I of the Articles of Incorporation of Garcia & Lazo, P.A., is hereby amended to read as follows:

ARTICLE I

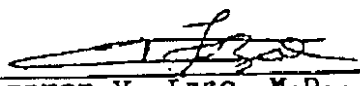
Name

The name of this professional corporation is Jacksonville Primary Care, P.A. and the corporate address is 6028 Bennett Road, Jacksonville, FL 32216.

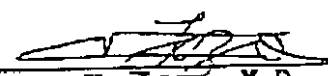
3. That the foregoing amendment is adopted by all members of the Board of Directors and all shareholders of this Corporation, by a joint written action dated July 31, 1995, pursuant to Sections 607.0821 and 607.0704, Florida Statutes.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on the 31st day of July, 1995.

GARCIA & LAZO, P.A.

By: 
Ciceron V. Lazo, M.D., President

and

By: 
Jaime A. Frias, Esq., Secretary

Prepared by Jaime A. Frias, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Florida # 0879479

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8/23/95 FLORIDA DIVISION OF CORPORATIONS 4:05 PM
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: MAHONEY ADAMS & CRISER, P.A.
DEPARTMENT OF STATE 40 N LAURA ST
STATE OF FLORIDA 3400 BARNETT CENTER
409 EAST GAINES STREET JACKSONVILLE FL 32202-
TALLAHASSEE, FL 32399 CONTACT: CORTINNE D MCCLURE
FAX: (904) 922-4000 PHONE: (904) 354-1100
FAX: (904) 798-2661
DOCUMENT TYPE: REGISTERED AGENT CHANGE
NAME: JACKSONVILLE PRIMARY CARE, P.A.
FAX AUDIT NUMBER: H95000009346 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/23/1995 TIME REQUESTED: 16:05:32
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 1 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$35.00 ACCOUNT NUMBER: 076226003514
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TALLAHASSEE, FLORIDA

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**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of Sections 607.0501 and 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is Jacksonville Primary Care, P.A.
- 1b. The mailing address of the corporation is: 6028 Bennett Road, Jacksonville, FL 32216.
- 1c. Date of incorporation: July 6, 1995 Document number: 195000052353.
2. The name and address of the current registered agent and office:

RAX CO., a Florida corporation
c/o Mahoney Adams & Criser, P.A.
50 N. Laura Street, 3400 Barnett Center
Jacksonville, FL 32202

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

C.V. Lazo, M.D.
6028 Bennett Road
Jacksonville, FL 32216

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its Board of Directors or by an officer so authorized by the Board.

JACKSONVILLE PRIMARY CARE, P.A.

By: Fidel Garcia

Dated: 8-23-95

Fidel Garcia, Director/Vice President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby 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 obligation of my position as registered agent.

C.V. Lazo, M.D.

Dated: 8-25-95

Prepared by Jaime A. Frias, Esq., Mahoney Adams & Criser, P.A.
P. O. Box 4099, Jacksonville, FL 32201 (904) 354-1100
F1 Bar #0879479

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1995 AUG 24 AM 11:18
TALLAHASSEE, FLORIDA