

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-224-1111
904-224-0303 FAX

800-342-8086



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PROFESSIONAL
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ACCOUNT NO. 072100000032

REFERENCE : 658726 81434A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : August 14, 1995

ORDER TIME : 8:40 AM

ORDER NO. : 658726

CUSTOMER NO: 81434A

CUSTOMER: James E. Holmes, Jr., Esq
MORRISON MORRISON & MILLS, PA

Suite 100
1200 West Platt Street
Tampa, FL 33606

1000001759141
+08/14/95 +01015 +002
++++70.00 +++++70.00

DOMESTIC FILING

NAME: MEDICAL GROUP OF NORTH
FLORIDA, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: T. BROWN AUG 14 1995

FILED
95 AUG 14 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FL 32304

**ARTICLES OF INCORPORATION
OF
MEDICAL GROUP OF NORTH FLORIDA, INC.**

FILED
95 AUG 14 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be MEDICAL GROUP OF NORTH FLORIDA, INC. (the "Corporation").

ARTICLE II

The general nature of the business or businesses to be conducted by this Corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

- (a) To provide medical care and services to the general public;
- (b) To buy, sell, option, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto and connected therewith and, with that end in view, to acquire by purchase, lease, or hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the property of the Corporation, and to sell, lease, mortgage, rent, pledge or otherwise dispose of the lands, tenements, hereditaments or other property of the Corporation.
- (c) To buy, sell, discount and rediscount notes, drafts, bills of exchange, stocks, bonds, securities, and choices of action of all kinds, both as principal and as agent; to also buy, sell and place liens on real and personal property, and to lend money and accept as security therefor liens or pledges of real and personal property; and to also act as agent or trustee of persons and

corporations in any and all other matters which can be solicited, negotiated, operated, and carried on by an agent.

(d) To purchase and sell for itself personal property, stocks, bonds, warrants, and notes and to negotiate loans thereon; to acquire, enjoy, purchase, hold, sell, and transfer the shares of stock of any corporation incorporated under the laws of the State of Florida or any other state of the United States or qualified to do business in any other state of the United States or country belonging to the United Nations or qualified to do business in such nation. To purchase, hold, sell, and transfer shares of its own capital stock, provided this Corporation shall not purchase its own shares of stock except from the surplus of its assets over its liabilities, including capital, and provided further that shares of its own capital stock owned by the Corporation shall not be voted directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(e) To act as a fiscal agent for others, to lend money on notes, bonds, mortgages, and commercial securities of all kinds and, while the owner of stock in a corporation, to exercise all the rights of a stockholder therein; to borrow money and secure the payment of same by notes, bonds, drafts or other evidence of indebtedness; to endorse and guarantee the payment of notes and mortgages and all kinds of indebtedness, and to pledge and mortgage any or all of its real estate and personal property for the payment of its own debts or for the debts of others guaranteed by it.

(f) To borrow money and contract debts necessary for the transaction of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporators; to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment of property purchased or acquired or any other lawful objects.

(g) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and licenses or other rights or interests therein and thereunder, and to manufacture, sell and distribute, at wholesale or retail, all such articles covered by any such patents, copyrights, or trademarks.

(h) To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments hereto in any state of the United States of America.

(i) To act as general partner or limited partner in partnership ventures of all kinds, including, but not limited to, general partnerships and limited partnerships both within and without the state of Florida.

(j) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation or amendment thereof or necessary or incidental to the protection or benefit of the Corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III

The capital stock of the Corporation shall be divided into 10,000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

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

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The principal offices of the Corporation shall be located at 21110 Biscayne Boulevard, Suite 100, Aventura, Florida 33180, but the Corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VII

This Corporation shall have ten (10) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one.

The names and addresses of the initial directors are as follows:

Albert Menduni
1881 Professional Park Circle
Suite 80
Tallahassee, Florida 32308

Michael Douso
1842 Jaclif Court
Suite A
Tallahassee, Florida 32308

Jeffrey Armstrong
2727 Capital Medical Boulevard
Tallahassee, Florida 32308

David Kaproth
1841 Fiddler Court
Tallahassee, Florida 32308

Bert Morales
2001 Miccosukee Road
Tallahassee, Florida 32308

Bob Lakschmin
1881 Professional Park Circle
Suite 80
Tallahassee, Florida 32308

Rick Damron
1881 Professional Park Circle
Suite 80
Tallahassee, Florida 32308

Leonard Waldenberger
1881 Professional Park Circle
Suite 80
Tallahassee, Florida 32308

Andrea Randell
1881 Professional Park Circle
Suite 80
Tallahassee, Florida 32308

Robert Steele
2001 Miccosukee Road
Tallahassee, Florida 32308

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the state of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VIII

The name and address of the subscriber to these Articles of Incorporation are as follows:

Rick Damron
1881 Professional Park Circle
Suite 80
Tallahassee, Florida 32308

and the officers of said Corporation who shall hold office until their successors are elected and qualified shall be as follows:

President
Vice President
Vice President
Secretary
Treasurer

Andrea Randell
Jeffrey Armstrong
Michael Douso
David Kaproth
Albert Menduni

ARTICLE IX

The time and place of the annual shareholders' meeting shall be the 10th day of August of each and every year at the principal offices of the Corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any shareholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the shareholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

ARTICLE X

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the Corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

ARTICLE XI

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, except as provided in these Articles of Incorporation.

ARTICLE XII

The name and address of the initial registered agent of this Corporation are Douglas J. Lobel, 21110 Biscayne Boulevard, Suite 100, Aventura, Florida 33180.

ARTICLE XIII

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

ARTICLE XIV

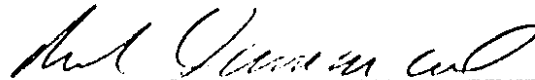
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV

No contract or other transaction between this Corporation and any other corporation, nor any act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to or be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he, she or such firm so interested shall be disclosed to or shall have been known by the Board of Directors, or a majority thereof. In addition, any director of this Corporation who is also a director or officer of, or who is otherwise interested in, such other corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which Board may authorize any such contract or

transaction with like force and effect as if such director were not a director or officer of such other corporation or not otherwise interested therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.



Rick Damron, Incorporator

STATE OF FLORIDA
COUNTY OF DADE LEON

I HEREBY CERTIFY that before me, a Notary Public in and for said county and state, this day personally appeared Rick Damron, who, being personally known to me ~~or having produced a~~ driver's license as identification, is the same person who executed the foregoing Articles of Incorporation and has duly acknowledged under oath that said Articles were executed freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 24th day of August, 1995.



Signature of Notary Public



Notary Public's Printed Name

State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED;
AGENT'S ACCEPTANCE OF STATUTORY OBLIGATIONS**

FILED
95 AUG 14 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE TAKE NOTICE that MEDICAL GROUP OF NORTH FLORIDA, INC., in compliance with Sections 48.091 and 607.0501 of the Florida Statutes, hereby designates 21110 Biscayne Boulevard, Suite 100, Aventura, Florida 33180, as the location of its registered office and designates Douglas J. Lobel as its agent to accept service of process within the state of Florida.

MEDICAL GROUP OF NORTH FLORIDA, INC.
a Florida corporation

By: _____

Rick Damron
Rick Damron, Incorporator

Date: _____

August 8, 1995

Having been named as agent to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby acknowledge my familiarity with, and acceptance of, the obligations of this position. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By: _____

Douglas J. Lobel
Douglas J. Lobel

Date: _____

August 8, 1995

P95000062501

AUSTIN & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

222 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(904) 224-9110 FAX (904) 222-7800

FILED
96 AUG 29 PM 2:36
TALLAHASSEE, FLORIDA

August 29, 1996

Ms. Annette Hogan
Amendment Section
Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

Re: Medical Group of North Florida, Inc./Tallahassee
Adult Medical Group, P.A.

Dear Ms. Hogan:

600001939956
-09/05/96--01079--001
*****87.50 *****87.50

Enclosed are the following documents:

1. Articles of Amendment to the Articles of Incorporation for Medical Group of North Florida, Inc. which change the corporate name to "General Practice of Tallahassee, P.A."
2. Articles of Amendment to the Articles of Incorporation for Tallahassee Adult Medical Group, P.A. which change the corporate name to "Medical Group of North Florida, P.A."
3. Affidavit executed by the President of Medical Group of North Florida, Inc. stating that the shareholders and directors of both corporations are the same and waiving the right to the use of the name "Medical Group of North Florida, Inc."
4. Jeffrey L. Armstrong, M.D.'s letter of resignation as an officer and director of Medical Group of North Florida, Inc. dated August 28, 1996. Dr. Armstrong is currently reflected in your office's records as Director/Vice President of the corporation.

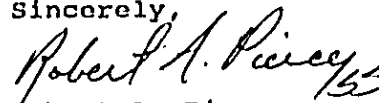
Also enclosed are two checks each in the amount of \$87.50 to cover the filing fee and certified copy charge. We would like for the name changes to be effective September 1, 1996 if at all possible.

August 29, 1996
Page 2

If you have any questions or if any additional information is required, please do not hesitate to contact my office.

As always, your assistance is appreciated.

Sincerely,

A handwritten signature in cursive script that reads "Robert A. Pierce" followed by a stylized flourish or date "155".

Robert A. Pierce

RAP/ss
Enclosures

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
MEDICAL GROUP OF NORTH FLORIDA, INC.

FILED
96 AUG 29 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, MEDICAL GROUP OF NORTH FLORIDA, INC., adopts the following Articles of Amendment to its Articles of Incorporation.

1. Article I of the Articles of Incorporation is amended to read:

ARTICLE I.

The name of this Corporation shall be GENERAL PRACTICE OF TALLAHASSEE, P.A.

2. Article VI of the Articles of Incorporation is amended to read:

ARTICLE VI.

The principal office and mailing address of the Corporation is 1881 Professional Park Circle, Suite 80, Tallahassee, Florida 32308.

3. Pursuant to Sections 607.0821 and 607.0704, Florida Statutes, all of the Shareholders and the Directors of the Corporation on August 29, 1996, have authorized and consented in writing to the filing of this Amendment to the Corporation's Articles of Incorporation.

DATED August 29, 1996.

MEDICAL GROUP OF NORTH FLORIDA, INC.

By: Andrea Randall
Andrea Randall, M.D.
President