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August 22, 1995

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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RE: ROBERT W. ANDREWS, M.D., P.A.

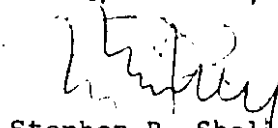
Dear Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return a certified copy to the undersigned. Our check in the amount of \$122.50 is enclosed. A self-addressed, stamped envelope is enclosed for your convenience.

Should you have any questions regarding this request, please do not hesitate to contact us. Thank you for your cooperation in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE


Stephen B. Shell

SBS/ecv
Enclosures
B1189-20903

AUG 24 1995 BSB

FILED
95 AUG 23 AM 8:41
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROBERT W. ANDREWS, M.D., P.A.

FILED
95 AUG 23 AM 8:41
TALLAHASSEE, FLORIDA

The undersigned incorporator, who is licensed or otherwise legally authorized to practice medicine in the State of Florida, organizes hereby with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopts the following Articles of Incorporation for the corporation:

ARTICLE I - NAME

The name of this corporation is ROBERT W. ANDREWS, M.D., P.A.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is:

1300 West Moreno Street
Pensacola, Florida 32501

ARTICLE III - REGISTERED AGENT

The name of the initial Registered Agent of the corporation and his mailing address is:

Stephen B. Shell
226 Palafox Place
Seventh Floor, Seville Tower
Pensacola, Florida 32501

ARTICLE IV - DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these Articles.

ARTICLE V - PURPOSE

This corporation is organized for the following purposes:

A. To engage in the practice of medicine and to carry on services incident to the practice of medicine. The practice of medicine is the sole and exclusive professional service to be rendered by this corporation.

B. To own property, enter into contracts and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees and agents, each of whom is duly authorized to practice medicine in the State of Florida.

ARTICLE VI - CAPITAL STOCK

The total number of shares to stock which the corporation shall be authorized to issue or have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares. These shares shall be of a single class of common stock, and shall have no par value.

ARTICLE VII - STOCK TRANSFER RESTRICTIONS

Shares of stock in this corporation may be transferred only to:

- A. The corporation;
- B. One or more other shareholders in the corporation;
- C. A person who is licensed to practice medicine in the State of Florida; or

D. A professional corporation or limited liability company duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

Any sale to a person, professional corporation or professional limited liability company who is not already a shareholder in the corporation must be approved in advance by vote or written consent of two-thirds (2/3rds) of the voting power of the Corporation.

ARTICLE VIII - CAPITALIZATION

The amount of capital with which the corporation will begin to practice medicine is not less than One Thousand Dollars (\$1,000.00).

ARTICLE IX - CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE X - INCORPORATOR

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

Robert W. Andrews
1300 West Moreno Street
Pensacola, Florida 32501

ARTICLE XI - DIRECTORS

The corporation is to be managed by a Board of Directors. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the initial director is:

Robert W. Andrews
1300 West Moreno Street
Pensacola, Florida 32501

The initial Director shall hold office until his successor is elected and qualified as provided in the By-Laws. Then the term of office of each Director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the initial Board of Directors shall be the authorized number of directors until that number is changed by a By-law adopted by the shareholder.

ARTICLE XII - BY-LAWS

The initial director shall submit the proposed By-Laws to the shareholder at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of By-Laws by unanimous vote of the shareholder, the internal affairs of the corporation are to be regulated and managed in accordance with the By-Laws.

ARTICLE XIII - DISSOLUTION

The corporation may be dissolved at any time (A) by unanimous written consent of the shareholders; or (B) on the affirmative vote of the holders of at least two-thirds (2/3rds) of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation at

Pensacola, Escambia County, Florida on this 18 day of August, 1995.

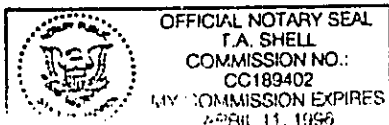
Robert W. Andrews
ROBERT W. ANDREWS, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared ROBERT W. ANDREWS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He is personally known by me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18 day of August, 1995.



T.A. Shell
TYPED NAME: T. A. SHELL
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSION EXPIRES: 4/11/96

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ROBERT W. ANDREWS, P.A. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 8 22 95



STEPHEN B. SHELL

FILED
95 AUG 23 AM 8:41
TALLAHASSEE, FLORIDA