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LAW OFFICE OF

JOHN P. TOWNSEND, P. A.  
142 EGLIN PARKWAY S.E.  
FONT WALTON BEACH, FLORIDA 32548

JOHN P. TOWNSEND  
TONYA MICHELLE COLLINS

(904) 664-7772  
FAX (904) 664-7774

August 22, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
95 AUG 23 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Attn: New Filings

Re: Articles of Incorporation  
Name of corporation: WILLIAM R. BURDEN, M.D., P.A.

Dear Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-named corporation. Please file same and return to this office one certified copy of these Articles of Incorporation stamped with the filing date.

Also enclosed is our firm check in the amount of \$122.50 to cover the costs of certification fees, filing fees, etc.

If additional information is required, please advise immediately. Thank you for your cooperation.

Sincerely,

  
John P. Townsend

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-08/23/95--01030--012  
\*\*\*122.50 \*\*\*122.50

Encl: Original and one copy of Articles of Incorporation  
Check in amount of \$122.50

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FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**WILLIAM R. BURDEN, M.D., P.A.**

The undersigned, for the purpose of becoming a corporation for profit pursuant to the provisions of Chapters 621 and 607, Florida Statutes, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

The name of this corporation will be WILLIAM R. BURDEN, M.D., P.A.

**ARTICLE II**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

The purpose of this corporation is to provide all medical and medical related services permitted and licensed to a medical doctor in the State of Florida and to do all things which a corporation is legally empowered to do under the laws of the State of Florida.

**ARTICLE IV**

**NUMBER:** The aggregate number of shares of stock that the Corporation shall have the authority to issue is 7500 shares of Capital Stock with a par value of \$1.00 per share.

**STATED CAPITAL:** The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

**DIVIDENDS:** The holders of the outstanding Capital Stock shall

be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

**NO CLASSES OF STOCK:** The shares of the Corporation are not to be divided into classes.

**NO SHARES IN SERIES:** The Corporation is not authorized to issue shares in series.

#### **ARTICLE V**

The initial street address in Florida of the principal office of the Corporation is 142 Eglin Parkway SE, Fort Walton Beach, Florida 32548.

#### **ARTICLE VI**

The number of directors constituting the initial Board of Directors is one, whose name and address is as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>CITY &amp; STATE</b>
William R. Burden	P.O. Box 909	Destin, FL 32540

The initial Board of Directors shall serve until the first annual meeting of shareholders or until their successors have been elected.

#### **ARTICLE VII**

The name and address of the initial incorporator is as follows:

<b>NAME</b>	<b>STREET</b>	<b>CITY &amp; STATE</b>
William R. Burden	P.O. Box 909	Destin, FL 32540

#### **ARTICLE VIII**

The shareholders shall have the power to amend, alter, change or repeal the Articles of Incorporation when proposed and approved

at a stockholders meeting, by a majority vote of the holders of the common stock.

#### ARTICLE IX

The shareholders shall have the power to adopt the by-laws for the corporation by the affirmative vote of fifty-one (51%) percent of all shareholders of the Corporation. The by-laws may be altered, amended, or repealed in whole or in part(s), from time to time at any regular or special meeting of the Corporation, provided notice of the proposed changes is given to each shareholder at least ten (10) days prior to the meeting, along with a notice of such regular or special meeting. Waiver of the ten (10) day notice may be effected at any duly constituted meeting by a two-thirds vote of all the shareholders. The affirmative vote of fifty-one (51%) percent of all shareholders will be required to effect any alteration, amendment, or repeal of the by-laws.

#### ARTICLE X

The initial issuance of stock and transfer of stock from any shareholder is restricted by Chapter 621, Florida Statutes, to the extent that shares of stock in the Corporation may only be issued to an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation is incorporated. The shareholders are further prohibited from entering into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of the share or shares of stock issued to such shareholder, except that a shareholder may vote his shares by proxy. The procedures for proxy voting shall be

established in the By-Laws.

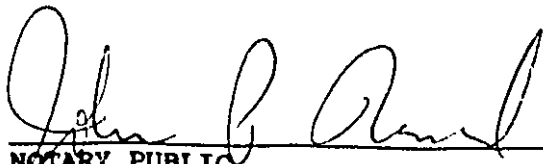
IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Fort Walton Beach, Florida, on the 17 day of August, 1995.

  
WILLIAM R. BURDEN

STATE OF FLORIDA  
COUNTY OF OKALOOSA

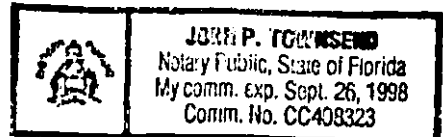
BEFORE ME, the undersigned authority, personally appeared WILLIAM R. BURDEN, who is known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Fort Walton Beach, Florida, in said County and State this 17<sup>th</sup> day of August, 1995.

  
NOTARY PUBLIC  
My Commission Expires: \_\_\_\_\_

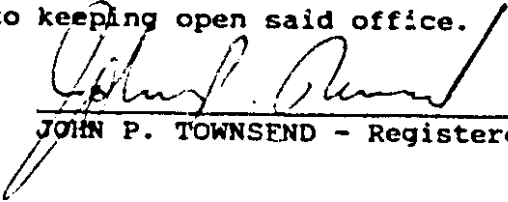
**OATH OF REGISTERED AGENT**

STATE OF FLORIDA  
COUNTY OF OKALOOSA



I, JOHN P. TOWNSEND, having been named to accept service of process for WILLIAM R. BURDEN, M.D., P.A., at 142 Eglin Parkway SE, Fort Walton Beach, Florida 32548 hereby accept to act in this

capacity and agree to comply with the provisions of Chapter 607,  
Florida Statutes, relative to keeping open said office.

  
\_\_\_\_\_  
JOHN P. TOWNSEND - Registered Agent

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared,  
JOHN P. TOWNSEND, who is known to be the person described in and  
who subscribed the above as Registered Agent, and he did freely and  
voluntarily acknowledge before me according to law that he made and  
subscribed the same for the uses and purposes therein mentioned and  
set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal, at Fort Walton Beach, Florida, in said County and State this  
17th day of August, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: 4/19/97

