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SHOFL, SMITH, HENNEN, JENKINS,
STANLEY & GRAMOVOT, P.A.

JAMES P. BOWEN
FRANK CLARK
MATTHEW R. DANAHY
LARRY E. GRAMOVOT
WILLIAM C. HENNEN
BRIAN J. JARROLD
JOHN D. JENKINS
ROBERT E. LITLER
JOHN A. KASHEFF, P.A.
NATHAN L. PLACHECK
JOHN D. SMITH
JOHN V. SMITH
DONALD W. STANLEY, JR.
KENNETH S. TAGAMON, JR.
V. J. WATKINS, JR., M.D.

ATTORNEYS AT LAW
SUITE 800 • TAMPA COMMONS
ONE NORTH DALE MAHRY
TAMPA, FLORIDA 33601

August 23, 1995

REPLY TO:

POST OFFICE BOX 10430
TAMPA, FLORIDA 33679-0430

TELEPHONE:
(813) 876-1196

TELEFAX:
(813) 876-0509

Secretary of State
State of Florida
Division of Corporations
P.O. Box 627
Tallahassee, FL 32314

Dear Sir:

We would like to reserve the corporate name of Florida
Affiliated Physicians, Inc. on behalf of one of our clients.
Enclosed is our firm's check for the \$35.00 fee. It is our
understanding that the name will be reserved for 120 days. If
there is any problem or question, please call me at the above
number.

Sincerely,

A. G. Weekley, Jr.
A. G. Weekley, Jr., M.D., Esq.

AGW/dw
cc: The Honorable
Sergeant

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****122.50 ****122.50

9/14/95
[Signature]



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 25, 1995

A.S. WEEKLEY, JR., M.D., ESQ.
SHOFI, SMITH, HIENNEN, JENKINS, ET AL
ONE NORTH DALE MABRY, SUITE 800
TAMPA, FL 33609

The name FLORIDA AFFILIATED PHYSICIANS, INC. has been reserved for 120 days beginning August 25, 1995. The reservation number is R95000003862 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act), and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section.

Neysa Culligan

Letter number: 795A00039836

ARTICLES OF INCORPORATION
OF
FLORIDA AFFILIATED PHYSICIANS, INC.

The undersigned Incorporator, whose name and address appear below, 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 Chapter 607, Florida Statutes, the Florida Business Corporation Act.

ARTICLE ONE
NAME AND ADDRESS OF CORPORATION

The name of this corporation is: FLORIDA AFFILIATED PHYSICIANS, INC.

The principal street and mailing address of the corporation is: 13601 Bruce B. Downs Blvd., Suite 121, Tampa, Florida 33613.

ARTICLE TWO
PURPOSE

The purposes for which this corporation is organized are as follows: To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE THREE
CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is 10,000 shares, all of which shall be common shares, designated as "Common Stock," with a par value of \$1.00. This corporation may issue shares of the common stock for such consideration as the Board of Directors may from time to time determine, and all such shares, if and when issued, and upon receipt of such consideration by this corporation, shall be fully paid and non-accessable.

ARTICLE FOUR
CORPORATE EXISTENCE AND DURATION

This corporation shall commence existence on the date of filing of these Articles of Incorporation with the Secretary of State of Florida and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE FIVE
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the initial registered office of the corporation in the State of Florida is: 13601 Bruce B. Downs Blvd., Suite 121, Tampa, Florida 33613; and the initial registered agent is: Daniel W. Frazier, M.D. The Board of Directors may, from time to time, change the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the corporation.

ARTICLE SIX
NUMBER OF DIRECTORS

This corporation shall have such directors as are specified in the By-Laws. The number of directors may be increased or diminished from time to time in the manner determined by the By-Laws, but shall never be less than one (1).

ARTICLE SEVEN
NAME AND ADDRESSES OF BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members who shall serve until the first annual meeting, or until their successors have been elected and qualified. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Daniel W. Frazier, M.D.	13601 Bruce B. Downs Blvd. Suite 121 Tampa, Florida 33613
Mark Weissman, M.D.	13601 Bruce B. Downs Blvd. Suite 121 Tampa, Florida 33613

Jeffrey J. Kovaleski

5225 Ehrlich Road
Suite C
Tampa, Florida 33624

ARTICLE EIGHT
NAME AND ADDRESS OF INCORPORATOR

The name and street address of the person signing these Articles as the sole incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Daniel W. Frazier, M.D.	13601 Bruce B. Downs Blvd. Suite 121 Tampa, Florida 33613

ARTICLE NINE
PRE-EMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, the stockholder's prorated portion of the following:

- A) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of issued shares authorized by these articles of incorporation as originally filed, or by any amendment thereof, or out of shares of stock of the corporation, acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B) Any obligation that the corporation may issue or sell, which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which it is attached or pertinent, any warrant or warrants or other instruments conferring on the holder, the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

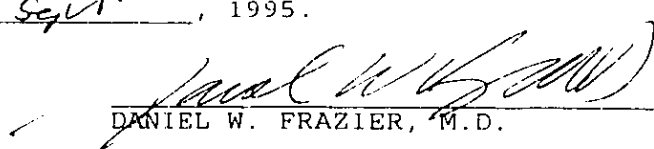
This right shall be deemed waived by any stockholder who does not exercise it and pay for the shares pre-empted within thirty

(30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares, and inviting the stockholder to exercise this pre-emptive right. This right may also be waived by a written waiver signed by the stockholder.

ARTICLE TEN
STOCK TRANSFER RESTRICTIONS

Shares of common stock held by each stockholder may not be sold or otherwise transferred to the other persons, unless first offered to this corporation or to the remaining stockholders in proportion to their shares. The right of any stockholder to purchase the shares of a selling stockholder shall be deemed waived by any stockholder who does not exercise it and pay for the shares within thirty (30) days after receipt of written notice from the selling stockholder stating the price, terms and conditions of the purchase of shares, and inviting the stockholder to exercise this right. This right may also be waived by a written waiver signed by the stockholder. The price, terms and other provisions regarding this restriction may be specified by written agreement among the stockholders, which agreement may expand this article and which may also include the corporation as a party.

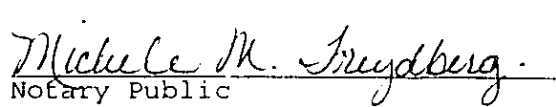
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this the 7 day of Sept, 1995.



DANIEL W. FRAZIER, M.D.

STATE OF FLORIDA,
COUNTY OF HILLSBOROUGH.

The foregoing instrument was acknowledged before me this 7 day of Sept, 1995, by Daniel W. Frazier, M.D., who is personally known to me or who has provided _____ as identification.

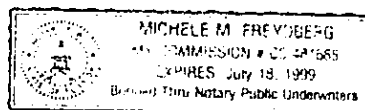


Notary Public

Michele M. Freydborg

Printed Name

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FLORIDA AFFILIATED PHYSICIANS, INC., desiring to organize under the laws of the State of Florida with its principal place of business at City of Tampa, County of Hillsborough, State of Florida, has named Daniel W. Frazier, M.D., located at 13601 Bruce B. Downs Blvd., Suite 121, Tampa, Florida 33613, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby certify that I am familiar with and accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *Daniel W. Frazier*

Daniel W. Frazier, M.D.
(Registered Agent)

Dated: Sept 7, 1995

(f:\wky\fap\afp.inc)

P95000070876

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA ASSOCIATED PHYSICIANS, INC., a Florida corporation, V17445

TAMPA BAY ASSOCIATED PHYSICIANS, INC., a Florida corporation,
P94000004636

INTO

FLORIDA AFFILIATED PHYSICIANS, INC., a Florida corporation,
P95000070876

File date: November 29, 1995

Corporate Specialist: Velma Shepard

P95000070876

SHOFF, SMITH, HENNEN,
STANLEY & GRAMOVOT, P.A.

JAMES L. MOON
FRANK CLARK
MATTHEW R. DONAHY
LARRY J. GRAMOVOT
WILLIAM J. HENNEN
ROBERT L. JEFFER
JON A. MALLORY, P.I.
SANDRA L. PEACOCK
JOHN D. SHOFF
JOHN A. SMITH
DONALD W. STANLEY, JR.
KENNETH TAKACS, JR.
A.S. WEEKLEY, D.C., M.D.

*CERTIFIED CIRCUIT MEDIATOR AND/OR
INSURANCE COVERAGE INVESTIGATOR
*CERTIFIED CIRCUIT & FEDERAL MEDIATOR

ATTORNEYS AT LAW
SUITE 800 • TAMPA COMMONS
ONE NORTH DALE MAHRY
TAMPA, FLORIDA 33609

November 27, 1995

REPLY TO:
POST OFFICE BOX 10430
TAMPA, FLORIDA 33679-0430

TELEPHONE
(813) 876-7796

TELEFAX
(813) 876-0509

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

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****157.50 ****157.50

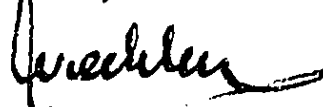
Re: Florida Affiliated Physicians, Inc.

Dear Sir:

Enclosed for filing are the Articles of Merger of Florida Affiliated Physicians, Inc. together with the filing fee of \$157.50. Please return a certified copy to my attention.

If you have any questions, please contact me at the above address.

Sincerely,



A. S. Weekley, Jr., M.D., Esq.

ASW/bw
Encs.
[FAP\Merger.Ltr]

FILED
95 NOV 29 AM 11:34
SECOND PART OF STATE
TALLAHASSEE FLORIDA

Merger

DEC 6 1995

ARTICLES OF MERGER

Pursuant to §607.1105, Fla. Stat., FLORIDA AFFILIATED PHYSICIANS, INC. submits the following Articles of Merger for filing with the Secretary of State.

ARTICLE 1:

A copy of the fully executed Plan of Merger as recommended by the Boards of Directors and approved by the shareholders of the respective corporations is attached hereto.

ARTICLE 2:

The effective date of the merger shall be November 1, 1995.

ARTICLE 3:

The approval of the shareholders of the surviving corporation, FLORIDA AFFILIATED PHYSICIANS, INC., was not required because the Articles of Incorporation of the surviving corporation will not change as a result of the merger, and further, until the effective date of the merger there will be no outstanding shares of stock of the surviving corporation; all of the shares to be issued contemporaneously upon the effective date of the merger in exchange for shares of the corporations being merged.

ARTICLE 4:

The Plan of Merger was adopted by the shareholders and Board of Directors of each of the corporations on the following dates:

Tampa Bay Associated Physicians, Inc.

Board of Director approval and resolution:

Shareholder approval:

October 5, 1995

October 25, 1995

Florida Associated Physicians, Inc.

Board of Director approval and resolution:

Shareholder approval:

October 5, 1995

October 25, 1995

FILED
95 NOV 29 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Affiliated Physicians, Inc.

Board of Director approval and resolution:

October 5, 1995

FLORIDA AFFILIATED PHYSICIANS, INC.

By:

[Signature]
President: Daniel W. Frazier, M.D.

ATTEST:

[Signature]
Secretary: Jeffrey J. Kovalski

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 25th day of October, 1995, by D.W. Frazier, M.D., as President of Florida Affiliated Physicians, Inc. on behalf of the corporation, who is personally known to me or who has produced _____ as identification.

[Signature]

Notary Public

State of Florida at Large

Certificate No. _____

My Commission Expires: _____

[Joline/Merger Art]



ROSEMARY FRICOT
COMMISSION # CC 334096
EXPIRES JAN 23, 1998
Atlantic Bonding Co., Inc.
800-732-2245

PLAN OF MERGER
OF
TAMPA BAY ASSOCIATED PHYSICIANS, INC.
FLORIDA ASSOCIATED PHYSICIANS, INC.
FLORIDA AFFILIATED PHYSICIANS, INC.

By resolution of the Boards of Directors of the respective corporations, the corporations have agreed to this Plan of Merger.

1. The names of the corporations to be merged into the surviving corporation are:

TAMPA BAY ASSOCIATED PHYSICIANS, INC.
FLORIDA ASSOCIATED PHYSICIANS, INC.

2. These corporations will be merged into:

FLORIDA AFFILIATED PHYSICIANS, INC.

which shall be the surviving corporation.

3. The merger shall occur and be effective on November 1, 1995, which shall be the effective date of the merger.

4. The approval of the shareholders and Directors of the merging corporations, and of the Directors of the surviving corporation shall be obtained prior to the effective date. The approval of the shareholders of the surviving corporation is not required pursuant to §607.1103(7), Fla. Stat. in that the Articles of Incorporation of the surviving corporation shall not be changed or affected as a result of the merger, and until the effective date of the merger there will be no outstanding shares of stock of the surviving corporation. The surviving corporation agrees not to issue any shares of stock except to the shareholders of the corporations to be merged with the issuance of such shares to be in the manner and on the basis set forth in Paragraph 5.

5. The Board of Directors of the surviving corporation has authorized the issuance of one hundred (100) shares of common stock, each with a par value of One Dollar (\$1.00).

Each of the shareholders in the corporations to be merged into the surviving corporation will redeem one hundred per cent (100%) of the shares held in such corporations in exchange for shares in the surviving corporation as follows:

- a. Daniel W. Frazier, M.D. shall receive fifty-two (52) shares of the common stock of Florida Affiliated Physicians, Inc. in exchange for the redemption of forty (40) shares of Florida Associated Physicians, Inc. and seven hundred (700) shares of Tampa Bay Associated Physicians, Inc.
 - b. Mark S. Weissman, M.D. shall receive twenty-two (22) shares of the common stock of Florida Affiliated Physicians, Inc. in exchange for the redemption of forty (40) shares of Florida Associated Physicians, Inc. and one hundred (100) shares of Tampa Bay Associated Physicians, Inc.
 - c. Walter W. Lane, M.D. shall receive sixteen (16) shares of the common stock of Florida Affiliated Physicians, Inc. in exchange for the redemption of forty (40) shares of Florida Associated Physicians, Inc. and one hundred (100) shares of Tampa Bay Associated Physicians, Inc.
 - d. Jeffrey J. Kovalski shall receive ten (10) shares of the common stock of Florida Affiliated Physicians, Inc. in exchange for the redemption of thirteen (13) shares of Florida Associated Physicians, Inc. and one hundred (100) shares of Tampa Bay Associated Physicians, Inc.
6. The surviving corporation shall be governed in accordance with its Articles of Incorporation and Bylaws previously adopted.

7. The Board of Directors of each of the corporations under this Plan of Merger shall be authorized to amend this Plan of Merger at any time prior to the filing of the Articles of Merger with the Secretary of State, except that such amendment may not include (i) any changes to the amount or kind of shares, securities, cash, property or rights to be exchanged; (ii) changes to any term or condition that would materially and adversely affect any of the corporations or shareholders of any of the corporations; or (iii) change any of the terms of the Articles of Incorporation of any of the corporations, without first receiving the approval of the shareholders, as required by law.

Dated this 25th day of October, 1995.

TAMPA BAY ASSOCIATED
PHYSICIANS, INC.

By: [Signature]
Its President

ATTEST:

By: [Signature]
Its Secretary

FLORIDA ASSOCIATED
PHYSICIANS, INC.

By: [Signature]
Its President

ATTEST:

By: [Signature]
Its Secretary

FLORIDA AFFILIATED
PHYSICIANS, INC.

By: [Signature]
Its President

ATTEST:

By: [Signature]
Its Secretary