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TALLAHASSEE, FL 32301

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CSC

notaries  
PUBLIC  
LEGAL  
FINANCIAL

ACCOUNT NO. 216 00032

REFERENCE : 791875 4323852

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 4, 1996

ORDER TIME : 9:16 AM

ORDER NO. : 791875

CUSTOMER NO: 4323852

CUSTOMER: Mary Fendle, Legal Assistant  
DEAN, MEAD, EGERTON,  
BLOODWORTH, CAPOUANO & BOZARTH  
800 North Magnolia Avenue  
Suite 1500  
Orlando, FL 32803

EFFECTIVE DATE

JAN - 3 1996

DOMESTIC FILING

NAME: MEDICAL PRACTICE SOLUTIONS,  
INC.

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN JAN - 4 1996

500001678285  
-01/04/96--01014--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RECEIVED  
JAN - 4 1996  
96 JAN - 4 PM 3:20  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
JAN - 3 1996

ARTICLES OF INCORPORATION  
OF  
MEDICAL PRACTICE SOLUTIONS, INC.

FILED  
96 JAN -4 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Medical Practice Solutions, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 1201 Louisiana Avenue, Winter Park, Florida 32789, which shall also be the mailing address of the Corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is two thousand five hundred (2,500), of which two thousand (2,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class A voting common stock and five hundred (500) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class B voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Holders of Class A voting common stock and Class B voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock or Class B voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation; provided, however, that with respect to the voting of shares for the election of directors of the Corporation:

(a) except as otherwise set forth in a written agreement executed by all shareholders of this Corporation (as determined as of the date of execution of said agreement), holders of Class B voting common stock shall have the right to elect such number of directors as shall equal the quotient of the total number of directors to be elected less one, divided by two (rounded down to a whole number), and

(b) holders of Class A voting common stock shall have the right to elect the remainder of the directors to be elected.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions for both Class A voting common stock and Class B voting common stock shall be identical in all respects. Accordingly, each share of Class A voting common stock and Class B voting common stock shall receive equal dividends if and when declared by

the Board of Directors, and, in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of Class A voting common stock and Class B voting common stock in proportion to the number of shares held by the holders of such shares.

ARTICLE IV - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Alan H. Daniels. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Alan H. Daniels	800 North Magnolia Avenue Suite 1500 Orlando, Florida 32803

ARTICLE VI - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful

business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

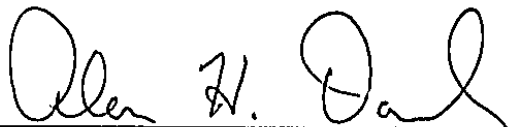
ARTICLE VII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE VIII - INDEMNIFICATION

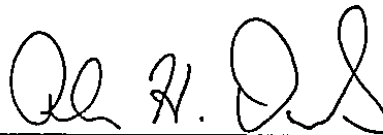
This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 3rd day of January, 1996.



Alan H. Daniels

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



Signature: \_\_\_\_\_

Alan H. Daniels

Date: January 3rd, 1996

P96000001120

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.

ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2348  
ORLANDO, FLORIDA 32802-2348

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SUITE 1800  
ORLANDO, FLORIDA 32803

(407) 841-1800  
FAX (407) 483-1831

WRITER'S DIRECT DIAL NO.  
(407) 428-5119

November 26, 1996

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

Re: Articles of Dissolution for  
Medical Practice Solutions, Inc.

300002018643--0  
-12/03/96--01165--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Gentlemen:

Enclosed are an original and one copy of Articles of Dissolution of Medical Practice Solutions, Inc., together with a check for \$87.50 to cover the \$35.00 filing fee and \$52.50 certified copy fee.

After the Articles of Dissolution have been filed, please return the certified copy to this office.

Sincerely,

*Mary F. Fendle*  
Mary F. Fendle, Legal Assistant

:mff

Enclosures (3)

cc: H. C. Kresge, Jr.  
Alan H. Daniels, Esq.

FILED  
96 DEC -2 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 12/9

**ARTICLES OF DISSOLUTION  
OF MEDICAL PRACTICE SOLUTIONS, INC.**

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Dissolution:

**Article I - Name of Corporation**

The name of the corporation is Medical Practice Solutions, Inc. (hereinafter referred to as the "Corporation").

**Article II - Date Dissolution Authorized**

The dissolution of the Corporation was authorized on November 20, 1996.

**Article III - Approval of Dissolution**

The dissolution was approved by all of the shareholders of the Corporation by written consent dated November 20, 1996, pursuant to Section 607.0704 of the Florida Statutes.

**Article IV - Effective Date of Dissolution**

The Corporation shall be dissolved effective upon the filing of these Articles of Dissolution.

Dated this 20 day of November, 1996.

MEDICAL PRACTICE SOLUTIONS, INC.

By: H. C. Kresge, Jr.  
H. C. Kresge, Jr., President

FILED  
96 DEC -2 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA