

P96000005047

CAPITAL CONNECTION, INC.

No. 52280

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Central Florida Family
Health Care Associates,
P.A.

STATE C.O. FEE DISBURSED
TALLAHASSEE, FLORIDA

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Capital Express™
✓ Art. of Inc. Filing
Corp. Record Search
Ltd. Partnership Filing
Foreign Corp. Filing
✓ () Cert. Copy(n)
Art. of Amend. Filing
Dissolution/Withdrawal
C U B.
Fictitious Name Filing
Name Reservation
Annual Report/Reinstatement
Reg. Agent Service
Document Filing
Corporate Kit
Vehicle Search
Driving Record
Document Retrieval
UCC 1 or 3 Filing
UCC 11 Search
UCC 11 Retrieval
File No.'s, Copies
Courier Service
Shipping/Handling
Phone ()
Top Priority
Express Mail Prep.
FAX () pgs.

400011625004
-01716295-0007-012
***122.50 ***122.50

SUBTOTALS

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....
\$

96 JAN 16 11 48 25
DIVISION OF CORPORATION
FLORES

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____
BY _____

WALK-IN Will Pick Up 1/16 12:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
for
Your Capital C



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 JAN 17 AM 11:29
DIVISION OF CORPORATIONS

January 16, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: CENTRAL FLORIDA FAMILY HEALTH CARE ASSOCIATES, P.A.
Ref. Number: W96000001116

We have received your document for CENTRAL FLORIDA FAMILY HEALTH CARE ASSOCIATES, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 696A00001899

CORRECTED!

Articles of Incorporation

of

Central Florida Family Health Care Associates, P.A.

FILED
96 JAN 17 PM 1:36
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned are duly licensed to practice medicine in the State of Florida, and desire to form a professional corporation and association in accordance with Chapters 607, Fla. Stat. The incorporators therefore adopt the following Articles of Incorporation:

I. Name

The name of the Corporation is Central Florida Family Health Care Associates, P.A.

II. Registered Office

The location and address of the Corporation's initial registered office in this State is 1305 E. Robinson Street, Orlando, Florida 32801. The initial registered agent is Gene E.B. Hees, CPA, P.A. The principal address of the corporation is 509 Madrigal Court, Orlando, Florida, 32825.

III. Purpose

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of medicine within the State of Florida, and to do those things that are necessary or proper in connection with that professional practice, including but not limited to the following:

(A) To purchase, lease, or otherwise acquire, hold, and operate; and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(B) To enter into and make all necessary contracts for the conduct of its professional business with any person or business entity, and to perform, carry out, cancel, and rescind those contracts; provided, however, that at all times the Corporation shall be in full compliance and accord with Ch. 621, Fla. Stat., and the all medical rules and regulations that are applicable hereto.

(C) To borrow or raise money reasonably required in the conduct of its professional business, and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(D) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals or business entities; provided, however, that at all times the Corporation shall be in full compliance and accord with Chs. 459 and 621, Fla. Stat., and the osteopathic medical rules and regulations that are applicable hereto.

(E) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act that is legal under the laws of the State of Florida.

(F) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred, and to enact Bylaws to carry these restrictions into effect, as necessary.

(G) To do everything advisable or convenient for the accomplishment of the Corporation purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation; provided, however, that at all times the Corporation shall be in full compliance and accord with Chs. 621, Fla. Stat., and the medical rules and regulations that are applicable hereto.

IV. Duration

The term of existence of the Corporation is perpetual.

V. Professional Services

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice osteopathic medicine within the State of Florida. No officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any patient wherein the right to select the person by which the services shall be rendered is delegated to the patient. This provision shall not be applicable to the extent it is in conflict with established law, or with the medicine professional rules of medical practice in this State.

VI. Incorporators

The names and mailing addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Ralph Wurster, D.O.	509 Madrigal Court Orlando, FL 32805
Louise Grenier, D.O.	509 Madrigal Court Orlando, FL 32805

VII. Director, Chairman, Majority Shareholder, Officers

The Corporation shall not have any Directors at this time. The Corporation's business shall be conducted and managed by its Majority Shareholders and Officers, Ralph Wurster, D.O., and Louise Grenier, D.O., in conformance with these Articles, the Bylaws, and all applicable portions of the established Florida laws and osteopathic medicine rules and regulations. The Corporate Bylaws may provide, at any time, for officers, directors, and other corporate officials that the Chairman and the Majority Shareholder(s) may deem necessary. The Corporate President is initially denominated as Louise Grenier, D.O.; the Vice President as Ralph Wurster, D.O.; the Secretary as Ralph Wurster, D.O.; and the Treasurer as Louise Grenier, D.O.

VIII. Share Structure

Number and Type

A. The maximum number of shares that the Corporation is authorized to have outstanding is two thousand (2,000) shares.

Restrictions on Issuance and Transfer

B. Shares of stock of this Corporation shall be issued or transferred only to persons who are licensed to practice osteopathic medicine in the State of Florida.

Authority of Shareholders

C. Shares at one dollar (\$1.00) par value may be issued pursuant to subscriptions taken by the incorporators for any reasonable consideration. After organization, shares may be issued on such consideration as may be fixed by the shareholders. The shareholders may fix different amounts or kinds of consideration for the issuance of shares, whether issued at the same time or at different times. Any and all shares, the consideration for which

has been fixed by the incorporators or by the shareholders and has been paid or delivered, shall be fully paid and nonassessable.

Dividends

D. The shareholders may fix and determine whether and what part of the any Corporate surplus shall be used, declared in dividends, or paid to the shareholders. The shareholders may use any part or all of the surplus as is permitted by law for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, evidences of indebtedness, or other securities of the Corporation.

Shareholders' Actions

E. Consent by vote or otherwise of the shareholders (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders. In cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

IX. Stated Capital

The amount of capital with which the Corporation shall begin business is sufficient to establish and maintain the Corporation's daily business activities.

X. Amendment of Articles

The Corporation reserves the right to amend these Articles in the manner now or hereafter permitted by law, or the authorization of the Shareholders or Directors. Any change authorized by the Shareholders entitling them to exercise a majority of the voting power of the Corporation shall be binding and conclusive on every Shareholder of the Corporation as fully as if each Shareholder had voted for the change. No Shareholder, notwithstanding that he or she may have voted against an amendment, or may object to it in writing, shall be foreclosed from payment of the fair cash value of his or her shares or any other rights of a dissenting Shareholder.

XI. Interested Directors and Officers

A. A shareholder or officer of the Corporation shall not be disqualified from dealing or contracting with the Corporation as a

vondor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void, voidable, or in any way adversely affected by reason of the fact that any shareholder or officer of this Corporation is also a member of a firm; an officer, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act.

B. The shareholder or officer's interest, or possible interest, of any other firm, corporation, trust, or other entity shall be disclosed, or shall be, or have been made known to the shareholders or officers present at any meeting of the shareholders at which action on the transaction is taken. Any interested shareholder may be counted in determining the existence of a quorum at any meeting of the shareholders that authorizes or takes actions in respect to any such transaction; and any interested shareholder may vote to authorize, ratify, or approve the transaction.

C. Any officer or shareholder of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, was not interested in the act. If in any judicial or other inquiry, the question of whether a shareholder or officer of the Corporation has acted in good faith is material, the officer or shareholder's good faith shall be presumed in the absence of clear and convincing evidence and proof to the contrary.

XII. Indemnification

Right to Indemnification

A. The Corporation shall indemnify each of its officers and shareholders against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction or settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a shareholder or officer of the Corporation. The Corporation shall not, however, indemnify any officer or shareholder until a majority of the shareholders has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the shareholders, that the officer or shareholder:

(1) was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(2) acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(3) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the shareholders, including any shareholder who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the shareholders.

Written Demand for Indemnification

Any officer, shareholder, or employee who is entitled to indemnification from the Corporation must make a written demand on the shareholders or on any officer for indemnification, and for the terms of this Section to become operative.

XIII. Amendment

The Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law, or by a resolution of the Shareholders or Directors.

IN WITNESS WHEREOF, the undersigned subscriber executes these Articles of Incorporation on this 9th day of January, 1996.

Central Florida Family Health Care
Associates, P.A.

BY:

Louis J. Thomas, Jr.
President

Certificate of Designation
Registered Agent/Registered Office

FILED

25 JAN 17 PM 1:36

DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.0501, Fla. Stat., the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

1. The name of the corporation is Central Florida Family Health Care Associates, P.A.
2. The name and address of the registered agent and office is:

Gene E.B. Hess, C.P.A., P.A.
1305 E. Robinson Street, Suite A
Orlando, FL 32801

Gene E B Hess CPA
Gene E.B. Hess, C.P.A., P.A.

Title: Registered Agent

Date: 1/10/96, 1995.

State of Florida)
County of Orange)

The foregoing instrument was acknowledged before me this 10th day of January, 1996, by Gene E.B. Hess, of Gene E.B. Hess, C.P.A., P.A., a Florida corporation. Ms. Hess is personally known to me and she confirmed that all information contained herein was accurate, and that she had the authority, via her corporate standing, to execute this document.

Pamela E. Mann-Jackson
Pamela E. Mann-Jackson (typed name)
Notary Public
My Commission Expires:



PAMELA E MANN-JACKSON
My Commission CC487471
Expires May. 24, 1999
Bonded by HAI
800-422-1555