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DITTMER, WOHLUST & WILKINS, P.A.

Attorneys at Law
230 LOOKOUT PLACE
MAITLAND, FLORIDA 32751

TERRANCE H. DITTMER
C. CHARLES WOHLUST
ROBERT C. WILKINS, JR.

POST OFFICE BOX 941690
MAITLAND, FLORIDA 32794-1690
TELEPHONE (407) 536-0800
FACSIMILE (407) 536-1995

January 30, 1996

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

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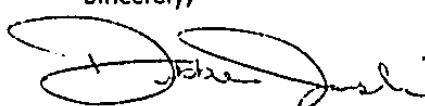
Re: Julie Harper, P.A.

Dear Sirs:

In connection with the above-referenced corporation, enclosed for filing with the Secretary of State is an original and one copy of the Articles of Incorporation of said corporation. Also enclosed is my firm's check payable to the Florida Secretary of State in the amount of \$122.50 to cover the costs of filing said corporation with the Secretary of State.

Please send verification of filing and certified copy of Articles of Incorporation to our office at the above referenced address. Should you have any questions regarding this matter, please do not hesitate to call.

Sincerely,


Debbie Jamski
Legal Assistant

/daj
Enclosures

FILED
95 FEB -1 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Julie Harper, P.A.

The undersigned subscriber to these articles of incorporation, being Julie Harper a natural person competent to contract, and duly licensed to render professional services as such under the laws of the state of Florida, hereby forms JULIE HARPER, P.A. a corporation for profit under the Professional Service Corporation Act and other laws of the state of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be: JULIE HARPER, P.A.,

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a clinical social worker and advanced registered nurse practitioner duly licensed under the laws of the state of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the state of Florida to practice clinical social work and nursing therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

RECORDED
56 FEB - 1 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall determine the value of any real or personal property, services or right acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its certificate of incorporation.

ARTICLE IV - DURATION

The effective date upon which this corporation shall come into existence shall be February 1, 1996, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Principal Office and Mailing Address

The principal office of the corporation is located at 9158 Pristine Circle, Orlando, Florida 32818, and the mailing address of the corporation is 9158 Pristine Circle, Orlando, Florida 32818.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

230 Lookout Place, Maitland, Florida 32751

The name of the initial registered agent of this corporation at that address shall be:

Robert C. Wilkins, Jr.

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one (1).

B. The number of directors may be increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the board of directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

E. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

F. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the initial member of the board of directors, to hold office for the first year of existence of this corporation or until her successors are elected or appointed and have qualified is:

<u>Name</u>	<u>Street Address</u>
Julie Harper	9158 Pristine Circle Orlando, FL 32818

ARTICLE IX - INCORPORATOR TO ARTICLES

The following is the name and street address of the incorporator to these articles of incorporation, who is a duly licensed to render services as such under the laws of the state of Florida:

<u>Name</u>	<u>Street Address</u>
Robert C. Wilkins, Jr.	230 Lookout Place Maitland, FL 32751

ARTICLE X - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a clinical social worker and advanced registered nurse practitioner under the laws of the state of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI - AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

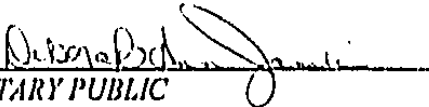
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 30th day of January, 1996.


ROBERT C. WILKINS, JR.

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24 day of January, 1996, by Robert C. Wilkins, Jr., who is personally known to me.



NOTARY PUBLIC



DEBORAH ANN JAMSKI
My Commission CQ809957
Expires Nov. 14, 1999

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of Julie Harper, P.A.,


ROBERT C. WILKINS, JR.