P960000011335

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME ______
FIRM ______
ADDRESS ______

PHONE ( ) ______

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

To us via ______ Return via ______

Matter No.: ______ Express Mail No. ______

State Fee $ ______ Our $ ______

RE: Stricker M.D., P.A.

FILED
96 FEB 26 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

		DISBURSED
______ Capital Express℠		
✓ Art. of Inc. File		
______ Corp. Record Search		
______ Ltd. Partnership File		
______ Foreign Corp. File		
✓ ( ) Cert. Copy(s)		
______ Art. of Amend. File		
______ Dissolution/Withdrawal		
______ C U S		
______ Fictitious Name File	400001723714 -02/26/96--01034--005 ****122.50	****122.50
______ Name Reservation		
______ Annual Report/Reinstatement		
______ Reg. Agent Service		
______ Document Filing		
______ Corporate Kit		
______ Vehicle Search		
______ Driving Record		
______ Document Retrieval		
______ UCC 1 or 3 File		
______ UCC 11 Search		
______ UCC 11 Retrieval		
______ File No.'s, ______ Copies		
______ Courier Service ______		
______ Shipping/Handling		
______ Phone ( )		
______ Top Priority		
______ Express Mail Prep.		
______ FAX ( ) pgs.		
SUBTOTALS		

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

RECEIVED
96 FEB 26 AM 10:07
DIVISION OF CORPORATIONS

DH 2/26/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	Jen		

WALK-IN 2/26 12:00
Will Pick Up ______

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 from Your Capital Connection

11-7529-7 PONDER'S INC., THOMASVILLE, GA.

FILED

96 FEB 26 PM 12:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

STRICKER MAYS, M.D., P.A.

The undersigned subscriber to these Articles of Incorporation, being a physician licensed to practice medicine in the State of Florida, hereby forms a Professional Corporation under the laws of the State of Florida and under the following Articles:

ARTICLE I. NAME AND DURATION

The name of the Corporation shall be STRICKER MAYS, M.D., P.A. The duration of the Corporation shall be perpetual.

ARTICLE II. REGISTERED OFFICE AND PRINCIPAL OFFICE AND AGENT

The address of the registered office and principal office in the State of Florida is 5149 North 9th Avenue, Suite 210, City of Pensacola, County of Escambia. The name of the registered agent at such address is Stricker Mays.

ARTICLE III. NATURE OF CORPORATE POWERS

This corporation is organized to engage in the practice of medicine as a professional corporation and to carry on and to provide services incident thereto. The practice of medicine is the sole and exclusive professional service to be rendered by this corporation. The corporation shall have all of the general and specific powers and rights granted to and conferred upon corporations by the General Corporation Act of Florida and by the Florida Professional Service Corporation Act.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a nominal par value of $1.00 per share.

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 be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Except as required by law, each holder of common stock shall have one vote for each share of stock held by him of record on the books of the Corporation on all matters to be voted upon by the Stockholders. Notwithstanding the foregoing, this Corporation shall have the right to increase its capital stock, either with or without nominal or par value, and to provide the designations, preferences, voting powers, restrictions or qualifications of voting powers of such additional stock in an amendment to these Articles of Incorporation.

Shares held by Stockholders of this Corporation may not be resold or otherwise transferred to other persons unless shares are first offered to the remaining Stockholders or to the Corporation. The price and terms at which and the time within which such shares may be offered and sold shall be further specified by written agreement among all the Stockholders and this Corporation.

ARTICLE V. INCORPORATORS

The name and mailing address of the incorporator of this Corporation is as follows:

Stricker Mays
5149 North 9th Avenue
Pensacola, Florida 32503

The powers of the incorporators shall terminate upon the filing of these Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) initial Director. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1), as required by the laws of the State of Florida.

The name and mailing address of the initial member of the Board of Directors of this Corporation, to hold office for the first year of existence of the corporation, or until his successors are elected or appointed and have qualified, is as follows:

NAME	ADDRESS
Stricker Mayo	5149 North 9th Avenue Pensacola, FL 32503

Any Director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the Stockholders.

In the event that one or more vacancies should occur on the Board of Directors by reason of death, resignation or otherwise, such vacancies shall be filled by the Stockholders at their next annual meeting or at a special meeting called for that specific purpose. The remaining Directors, by affirmative vote of a majority thereof, may elect a Director to fill any such vacancy until a special meeting can be called or until the next annual meeting of the Stockholders.

The initial member of the Board of Directors of this Corporation hereinabove named shall hold the Organizational Meeting of this Corporation, and is hereby authorized to do and perform all acts and things necessary for and incident to the organization of this Corporation.

ARTICLE VII. CORPORATE ACTION BY CONSENT

Any corporate action required or permitted to be taken by a vote of the Board of Directors or a committee thereof or by a vote of the Stockholders may be taken without a meeting or vote of the Directors or Stockholders upon the written consent of all Directors or Stockholders having a majority of all stock entitled to vote upon such action as if a meeting were held; provided, however, that in no case shall any such corporate action be taken by written consent of less than the minimum percent of the vote required by statute for the proposed action, and provided that prompt notice is given to all Directors and Stockholders of the taking of such corporate action without a meeting and by less than unanimous written consent.

ARTICLE VIII. 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 Stockholders, and approved at a Stockholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

DATED at Pensacola, Escambia County, Florida, on this 23rd day of February, 1996.

Stricker Mays (SEAL)
STRICKER MAYS

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 23rd day of February, 1996, by STRICKER MAYS, who is personally known to me.

NOTARY PUBLIC
Typed Name: William V. Linne
Commission Expires: 12-30-99
Commission No.: CC507790

WILLIAM V. LINNE
My Commission CC507790
Expires Dec. 30, 1999

CERTIFICATE DESIGNATING ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA AND DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
96 FEB 26 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 607.034, Florida Statutes, the General Corporation Act of Florida, the following is submitted:

FIRST: STRICKER MAYS, M.D., P.A., desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Pensacola, County of Escambia, State of Florida, has named STRICKER MAYS, located at 5149 North 9th Avenue, Pensacola, Florida 32503, the registered office of the Corporation, as its agent to accept service of process within this State.

ACCEPTANCE OF AGENT

Having been named to accept service of process and serve as Registered Agent for the above-named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said statute relative to keeping said office open.

Stricker Mays
STRICKER MAYS

96/Mays.art