

**LAW OFFICES OF
J. JEROME MILLER**

Attorneys At Law

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Destin, Florida 32541

J. Jerome Miller
Lamar Conerly, Jr. *
Kevin M. Helmick **
*also admitted in Mississippi
**also admitted in Florida

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May 14, 1996

P960000046723

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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-05/29/96--01001--009
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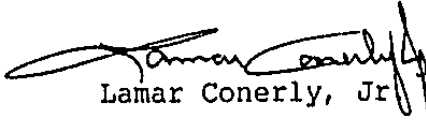
Re: B.P.H.S., Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return the copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,


Lamar Conerly, Jr.

LC:lkc
Enclosure: As stated

c:\wp51\clients\BPHS, Inc\artofinc

FILED
96 MAY 29 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-2-96
10-3-96

ARTICLES OF INCORPORATION

OF

B.P.H.S., INCORPORATED

FILED

96 MAY 29 PM 3:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is B.P.H.S Inc.,

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of conducting all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 415 Mountain Drive, Suite 3, Destin, Florida 32541, and the initial registered agent of this Corporation at that address is LAMAR CONERLY, JR.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least FOUR (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are:

Bob Hendrikson
527 Mary Ester Cutoff
Mary Ester, FL 32548

Dr. Phillip Block
527 Mary Ester Cutoff
Mary Ester, FL 32548

Dr. Steve Strauss
527 Mary Ester Cutoff
Mary Ester, FL 32548

Dr. Hilton Weiner
527 Mary Ester Cutoff
Mary Ester, FL 32548

ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is B.P.H.S., Inc., 527 Mary Ester Cutoff, Mary Ester, Florida 32548.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Lamar Conerly, Jr.
415 Mountain Drive, Suite 3
Destin, FL 32541

ARTICLE X

INDEMNIFICATION

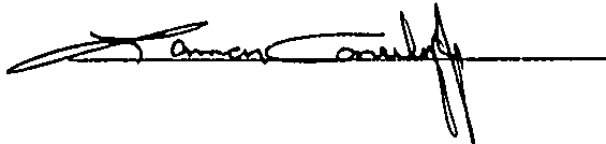
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

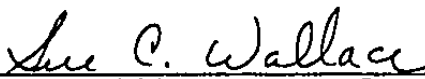
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 23rd day of May, 1996.



STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared Lamar Conerly, Jr. who is personally known to me, and who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 23rd day of May, 1996.


Notary Public - State of _____
Print Name: _____
My Commission Expires: _____
Commission No.: _____

★ SUE C. WALLACE ★
★ NOTARY PUBLIC, STATE OF FLORIDA ★
★ MY COMMISSION EXPIRES JULY 27, 1999 ★
★ COMM. NO. CC 012205 ★


FILED

96 MAY 29 PM 3:28

ACCEPTANCE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

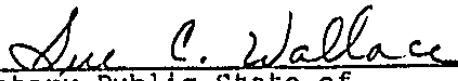
I hereby am familiar with and accept the duties and responsibilities as registered agent for B.P.H.S., Inc.


LAMAR CONERLY, JR.

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared LAMAR CONERLY, JR., who is personally known to me, and who is the person who executed the foregoing Acceptance and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 23rd day of May, 1996.


Notary Public-State of _____
Print Name: _____
My Commission Expires: _____
Commission No.: _____

★ SUE C. WALLACE ★
★ NOTARY PUBLIC, STATE OF FLORIDA ★
★ MY COMMISSION EXPIRES JULY 27, 1998 ★
★ COMM. NO. CC 012265 ★
