

06/28/96 FRI 08:15 FAX 813 229 1447

RUDNICKAWOLFE

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6/27/96

FLORIDA DIVISION OF CORPORATIONS

5:30 PM

((H9600009041))

TO: DIVISION OF CORPORATIONS

DEPARTMENT OF REVENUE

STATE OF FLORIDA

109 EAST CHINA STREET

TALLAHASSEE, FL 32399

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PHONE: (813) 229-2111

FAX: (813) 229-1447

((H96000009041))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SOUTHEASTERN IPA SERVICES, INC.

FAX AUDIT NUMBER: H96000009041

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/27/1996

TIME REQUESTED: 17:30:37

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TALLAHASSEE, FLORIDA

6/28  
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96 JUN 28 AM 8:59

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ARTICLES OF INCORPORATION  
OF  
SOUTHEASTERN IPA SERVICES, INC.

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.  
Name

The name of the Corporation is **SOUTHEASTERN IPA SERVICES, INC.**

II.  
Term of Existence

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

III.  
Principal Office

The principal office and mailing address of the Corporation is 4063 Salisbury Road, Suite 205, Jacksonville, Florida 32216.

IV.  
Capital Stock

The Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which will be designated Common Stock.

V.  
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 101 E. Kennedy Blvd., Suite 2000, Tampa, Florida, 33602 and the name of its initial registered agent at such address is R. Andrew Rock, Esquire.

Prepared by: Andrew L. McIntosh  
Florida Bar No. 0881014  
Rudnick & Wolfe  
101 East Kennedy Blvd., Suite 2000  
Tampa, Florida 33602  
(813) 229-2111

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**VI.**  
**Directors**

The Corporation will have 2 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
JAMES B. DOLAN, M.D.	4063 Salisbury Road Suite 205 Jacksonville, Florida 32216
JUDITH A. GUTHRIE	1807 Atlantic Blvd. Jacksonville, Florida 32207

**VII.**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
R. ANDREW ROCK, ESQUIRE	101 East Kennedy Blvd. Suite 2000 Tampa, Florida 33602

**VIII.**  
**Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**IX.**  
**Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of

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the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**X.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

**XI.**  
**Indemnification**

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

**XII.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on June ~~27~~, 1996.

  
R. ANDREW ROCK, INCORPORATOR

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: June ~~27~~, 1996.

  
R. ANDREW ROCK, ESQUIRE

09/10/96

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9/10/96

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: RUDNICK & WOLFE  
CONTACT: JUDITH E COVEY  
PHONE: (813)229-2111

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: SOUTHEASTERN IPA SERVICES, INC.

AUDIT NUMBER.....H96000012634

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 1

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Call 9  
No business  
conducted by  
original directors  
(list 9 - THIS  
is the only  
director - 58

00570, 00524, 00767

SEP 10 PM 11:15

September 11, 1996

SOUTHEASTERN IPA SERVICES, INC.  
101 E. KENNEDY BLVD.  
SUITE 2000  
TAMPA, FL 33602

SUBJECT: SOUTHEASTERN IPA SERVICES, INC.  
REF: P96000055117

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The word "initial", "initially" or "first" should be removed from the specific article regarding directors, officers and/or registered agent, unless these are the individuals originally designed at the time of incorporation.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6902.

Linda Stitt  
Corporate Specialist

Letter Number: 896A00042221

H96000012634 7

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
SOUTHEASTERN IPA SERVICES, INC.**

**CHANGING NUMBER OF INITIAL DIRECTORS**

Pursuant to the provisions of Sections 607.1001, 607.1005 and 607.1006, Florida Statutes, the undersigned corporation, **SOUTHEASTERN IPA SERVICES, INC.**, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to amend its Articles of Incorporation:

1. **Name of the Corporation.** The name of the Corporation is Southeastern IPA Services, Inc.
2. **Purpose.** The purpose of this Amendment is to change the number of the Corporation's initial directors.
3. **Text of the Amendment.** Article VI of the Articles of Incorporation is amended in its entirety to read as follows:

**ARTICLE VI.**

**Directors**

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The name and address of the initial director of the Corporation, who will serve until his successor is duly elected and qualified, are:

**Name**

**Address**

James B. Dolan, M.D.

4063 Salisbury Road  
Suite 205  
Jacksonville, Florida 32216

4. **Date of Adoption.** The Amendment was adopted September 10, 1996.
5. **Manner of Adoption of Amendment.** The Amendment was adopted by the sole Incorporator before the issuance of shares.

**IN WITNESS WHEREOF**, the Incorporator of the Corporation has executed these Articles of Amendment as of the 10th day of September, 1996.

**SOUTHEASTERN IPA SERVICES, INC.**

  
By: R. Andrew Rock, Incorporator

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96 SEP 11 PM 12:47  
CLERK OF STATE  
TALLAHASSEE, FLORIDA